



Lucent Technologies
Bell Labs Innovations



Ralph L. McMurtry
Corporate Counsel

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Basking Ridge, NJ 07920

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Facsimile 908 204 8565
Internet address
rmcmurtry@lucent.com

February 28, 1997

Mr. Pat Evangelista
Emergency and Remedial Response Division
U.S. Environmental Protection Agency
290 Broadway, 19th Floor
New York, NY 10007-1866

Re: Request for Information
Diamond Alkali Superfund Site, Passaic River Study Area

Dear Mr. Evangelista:

This is the response of Lucent Technologies Inc. ("Lucent") to EPA's CERCLA 104(e) Information Request to AT&T Technologies, Inc. dated December 30, 1996 (the "Request"). This response is made on information and belief and is based upon the investigation undertaken by Lucent on behalf of and/or in place of AT&T Corp.

Lucent appreciates EPA's grant of an extension to respond to the Request.

General Response and Objections

At the outset Lucent objects to the Request on a number of grounds.

First, the Diamond Alkali Site is not defined. The Request does not state where the Site is located. Lucent requests that EPA provide some reasonable definition of the Diamond Alkali Site.

Second, the "Passaic River Study Area" is not defined. The Request does not state what is meant by "Passaic River Study Area" and gives no clue as to its boundaries. CERCLA defines "facility" in terms of discrete sites or locations, not unbounded "study areas". Lucent requests that EPA provide some reasonable definition and delineation of the "Passaic River Study Area."

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Third, the Request is clearly overbroad and burdensome insofar as it purports to seek information pertaining to the details of manufacturing processes, practices, operations, and personnel involved in same, all with respect to a facility sold more than a decade ago. These questions require major historical research and reconstruction of events and preparation of extensive written narratives, some in book length. Answering these questions fully is not possible.

Fourth, the Request is overbroad because CERCLA 104(e) limits EPA's authority to request information relevant to materials "which have been generated, treated, stored, or disposed of at a vessel or facility or transported to a vessel or facility" 42 U.S.C. 9604(e)(2)(A) (emphasis added).

Fifth, the Request is burdensome because it (apparently) seeks information going back three quarters of a century. Lucent has incomplete records going back this far. Witnesses have died or retired. Also, as noted above, the facility in question was sold more than a decade ago. To the extent EPA expects Lucent to research information this far back in time, Lucent cannot fully answer these questions.

Sixth, Lucent does not agree that EPA has authority to require Lucent to consult former employees in answering this Request. Former employees are no longer in an employer-employee relationship with Lucent.

Seventh, the Request is overbroad because it seeks information concerning disposal, treatment, or storage of hazardous substances at a great number of sites, not just the Diamond Alkali or Passaic River Study Area sites (whatever these are). CERCLA's 104(e) authority is limited to materials "which have been or are generated, treated, stored, or disposed of at a vessel or facility or transported to a vessel or facility".

Eighth, the Request is overbroad in its definition of "relate to" or "relating to". The Request's definition of these terms sweeps in information not even remotely relevant to the legitimate subject matter of the Request.

Ninth, CERCLA 104(e) affords EPA no authority to require any particular form of certification of answers.

Tenth, the Request's use of the terms "arranged for" (question 5a) is objectionable because it states a legal conclusion under CERCLA. Lucent's obligation is to provide facts from which EPA should draw its own legal conclusions.

Notwithstanding all the foregoing, Lucent has made a diligent and good faith effort to answer the Request. Without waiving the foregoing objections, the following answers to the Request are provided. Due to the volume of documents responsive to the Request, those documents will be sent under separate cover.

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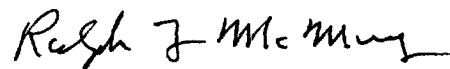
If EPA, after reviewing this response to the Request, can narrow or focus some of its questions, Lucent will endeavor to respond further.

Although Lucent has searched the records it considers most likely to contain information responsive to the Request, Lucent reserves the right to supplement, modify or correct the responses provided herein should further information become available.

Lucent assumes that the Request is limited to Lucent's former Kearny, New Jersey facility (the "Facility" or the "Property").

This response is made without any admission of liability and without prejudice to any position that Lucent may take in connection with the Diamond Alkali Site or Passaic River Study Area.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ralph L. McMurry". The signature is written in a cursive, flowing style.

Ralph L. McMurry

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RESPONSES OF LUCENT TECHNOLOGIES INC.
TO EPA REGION II REQUEST FOR INFORMATION REGARDING
DIAMOND ALKALI SUPERFUND SITE, PASSAIC RIVER STUDY AREA

1. The Western Electric Company Kearny Works was in operation from 1925 to 1984.
2. a) Kearny Works was an authorized hazardous waste generator and storage facility under EPA ID No. N.J.D. 002139053.

b) NJDEP Air Pollution Permits included nos.:

12496,12775,12776,12777,12787,12802,43521,16447,16448,16449,16450,43203,
22526,22527,22528,40129,40130,43091,43094,48837,48838,48839,48840,48841,
49777,49778,49779,49780,49781,49782,52218,52219,52220,52221,52222,52223,
1-2655,1-2656,1-2657,G7174,G043677.

Kearny Works was subject to NPDES Permit No. N.J.-0020443 for six outfalls into the Passaic River.

The foregoing permits were those in effect at the time the Facility ceased operations. The state of New Jersey was notified (see Attachment A).

3. It is impossible to answer this question fully. The question addresses the operations and processes of a complex manufacturing facility going back three quarters of a century. Many of the substances listed were found in numerous raw materials used in operations. Also, some of the compounds in the list are the result of a combination of raw materials in a manufacturing process. The question expects Lucent to prove the negative.

Notwithstanding the foregoing objection, a list of substances at the Facility included:

ammonia, boric acid, fluorene compounds, hydrochloric acid, nitric acid,
perchloroethylene, sulfuric acid, trichloroethylene, xylene, PCBs, chromium, copper,
lead, nickel zinc, cyanide.

4. It is impossible to answer this question fully. The question addresses the operations and processes of a complex manufacturing facility going back three quarters of a century.

a) The Kearny Works location of AT&T Technologies, Inc. employed approximately 4,000 people (early 1984 figures) in 36 buildings, some multi-story, on a 147 acre tract

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on the South Kearny peninsula. The location was used primarily for the assembly of electro-mechanical devices required to interconnect the national telephone network.

Electromechanical assembly itself was generally an environmentally clean operation, but some support operations used materials and generated wastes which required special consideration. Among these operations were plating, cleaning or degreasing, organic coating and lubrication. To supply these operations, small quantities of containerized chemicals, solvents, coating materials and oils were stored primarily in using shops, but occasionally in outdoor storage yards. Waste materials were accumulated in an authorized waste yard prior to disposal in accordance with the Resource Conservation and Recovery Act. Prior to the issue of RCRA regulations, the Facility followed the various company instructions for storage, transfer, use and disposal of hazardous substances. Manufacturing Division Instructions M.D.I. 75.104 dated March 23, 1966 is representative of such an instruction and will be produced.

Auxiliary functions necessary for plant operation, such as a Powerhouse, a Garage and electrical distribution, required fuel tanks and oil containing transformers.

From 1925 to 1984 the facility manufactured:

1. switchboards and consoles
2. key equipment
3. cable & wire
4. misc. wired equipment
5. relays, jacks, keys
6. self contained switching units
7. metallic printed wiring boards
8. electronic PBX
9. key telephone systems
10. private line switching systems
11. coils
12. power equipment
13. rectifiers
14. test sets
15. energy systems
16. magnetic apparatus
17. connectors and molding
18. protectors
19. precious metal plating
20. sheet metal piece parts
21. adapters

The Kearny Works ceased operations in 1984 and production of many of the items listed above ceased many years before. To date, we have been unable to locate detailed descriptions of the processes used to manufacture the items listed above.

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These processes were called "manufacturing layouts" and they were continuously revised to reflect the state of the art. As they were revised, the previous "layout" was discarded. Furthermore, these processes were trade secrets and not generally circulated.

b) This information is not available.

5. This question is overbroad, addresses complex manufacturing operations and processes, and would require historical research and reconstruction of facts, all going back three quarters of a century. For practical purposes, the question is impossible to answer fully. Lucent is providing documents, however, which it has located which may or may not be responsive. You are respectfully referred thereto.

a) The following are some of those persons who were in some way involved with hazardous substances:

J.T. Chikowski
G.C. Tranchetti
J. Keritz
R. Bondani
A. Basile
M.M. Koosman
J.G. Ambers

b) The question is beyond the scope of the Request.

c) This question is overbroad, addresses complex manufacturing operations and processes, and would require historical research and reconstruction of facts, all going back three quarters of a century. For practical purposes, the question is impossible to answer fully.

Information regarding storage practices before 1966 is not available. Documents after that date will be produced as they are found.

Lucent has more than six cartons of documents pertaining to remediation activity that began in 1985 under the auspices of the State of New Jersey. These have nothing to do with manufacturing operation.

d) This question is overbroad, addresses a complex manufacturing operation, and would require historical research and reconstruction of facts, all going back three quarters of a century. For practical purposes the question is impossible to answer fully.

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Lucent is providing documents, however, which it has located which may or may not be responsive. You are respectfully referred thereto.

Notwithstanding the foregoing objections, waste was not treated on site prior to 1974. Prior to the construction of the Industrial Waste Treatment Plant, some waste was discharged to the municipal sewer system and others were sent to disposal or recycling firms.

After approximately 1974 certain wastes were treated on site and then discharged to the river under NPDES permit. This treatment plant had acid/alkali neutralization, chrome reduction, and cyanide destruction followed by solids removal. The sludge from the solids removal was stored on site and later sent to landfills.

6. a) i) The waste stream was discharged to the municipal sewer from 1925 to 1984.
 - ii) The waste stream was not treated prior to discharge to the municipal sewer.
 - iii) In 1974, approximately 1/3 of the flow was diverted to the new on-site industrial waste treatment plant which discharged treated effluent to the Passaic River under NPDES permit.
 - iv) Analyses of the discharge from the industrial waste treatment plant are shown for years 1981-1983. Other figures are not available.
 - b) i) Floor drains and other disposal drains not covered above were connected to the municipal sewer except as covered below from 1925 to 1984.
 - ii) Air conditioning drains, water sumps and water fountain effluent were drained to storm sewer outfalls to the Passaic River.
 - c) i) Storm sewers existed from the time the Facility opened in 1925 to the present.
 - ii) Information that we now have does not indicate catch basins or lagoons during the time the Facility was in operation.
 - iii) N/A
 - iv) Storm sewers contained runoff oil and grease. There was also one discharge of Powerhouse cooling water.
 - d) See Attachment B - Diagrams PK-2036 and "Schematic of Water Flow".
7. a) This question is overbroad, addresses complex manufacturing operations and processes, and would require historical research and reconstruction of facts, all going

back three quarters of a century. For practical purposes the question is impossible to answer fully.

Lucent is providing documents, however, which it has located which may or may not be responsive. You are respectfully referred thereto.

b) We have no record of direct discharge of untreated process waste to the Passaic River other than as may have been described above.

8. a) Lucent no longer owns the Property and therefore, cannot say which outfalls are presently in use.

b) Prior to the sale of the Property, there were six (6) permitted outfalls. These included:

1. Powerhouse Cooling Water
2. Industrial Waste Treatment Plant Discharge
3. Runoff, oil and grease
4. Runoff, oil and grease
5. Runoff, oil and grease
6. Runoff, oil and grease

c) Plans and specifications of these outfalls are not available. Diagram PK-2036 shows the approximate locations of the outfalls.

9. a) To the best of our knowledge, only one minor incident occurred during the historical operation of the Facility. In 1976, a small amount of chromate-contaminated scrubber water spilled from a frozen burst pipe onto ice and snow. No chromates entered drains or percolated into the soil since the water froze almost instantly. The contaminated snow was shoveled into drums, melted and processed through our waste treatment plant.

This incident was reported to NJDEP and the Coast Guard. No penalty was imposed and no action was required. To guarantee control of a possible recurrence, we installed secondary containment at our own volition. There was no recurrence.

The foregoing is limited to the period the plant was in operation. As noted above, Lucent has six (6) cartons of documents relating to remediation following the plant closing.

b) No other information is available during the time the Facility was in operation.

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10. a-b) All of the property is under the 100 year flood plain elevation and has been subject to numerous floodings from the Passaic River. There is no surface water on the property.
11. We assume this question is directed to Kearny Works. We have located no records memorializing any enforcement proceedings.
12. This question is overbroad, addresses complex manufacturing operations and processes, and would require historical research and reconstruction of facts, all going back three quarters of a century. The term "relates to" is also overbroad. For practical purposes, the question is impossible to answer fully.

Lucent is providing documents, however, which it has located which may or may not be responsive. You are respectfully referred thereto.

13. a-b) This question is overbroad, addresses complex manufacturing operations and processes, and would require historical research and reconstruction of facts, all going back three quarters of a century. For practical purposes the question is impossible to answer fully.

Lucent is providing documents, however, which it has located which may or may not be responsive. You are respectfully referred thereto.

14. a) Western Electric Company, Inc. purchased the Property in 1925 and owned it until 1984 when the Property was sold to The Union Minerals and Alloys Corporation. Any available documents of sale are a matter of public record.

b) N/A

c) Western Electric owned the Property from 1925 through January, 1984, when the company changed its name to AT&T Technologies, Inc. In May, 1984, AT&T Technologies sold the Property to The Union Minerals and Alloys Corporation which had no relationship with AT&T Technologies. We have no knowledge of any additional owners or operators.

15. a) Lucent Technologies Inc.

b) Henry B. Schacht, Chief Executive Officer & Chairman of the Board
Richard A. McGinn, President & Chief Operating Officer

600 Mountain Avenue
Murray Hill, NJ 07974

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- c) State of Incorporation: Delaware
Registered Agent in DE: CSC Prentice Hall Corporation System Inc.
1013 Centre Road
Wilmington, DE 19805
- d) See Attachment C - Form of Restated Certificate of Incorporation of Lucent Technologies Inc.
- e) See Attachment D - List of affiliated companies.
- f) N/A
- g) Agile Networks, Inc. was acquired by Lucent on or about October 16, 1996.
- h) See attached list of affiliated companies. Prentice Hall is the registered agent for each domestic corporation.
- i) The previous parent company is: AT&T Corp.
295 North Maple Avenue
Basking Ridge, NJ 07920

Change of ownership occurred: September 30, 1996

- j) Western Electric Company, Inc. changed its name to AT&T Technologies, Inc. on January 3, 1984, and was subsequently merged into American Telephone and Telegraph Company on December 29, 1989. American Telephone and Telegraph Company then changed its name to AT&T Corp. on April 20, 1994. Lucent Technologies Services Company was a subsidiary of AT&T Corp. that was transferred to Lucent Technologies Inc. on February 1, 1996.

16. The person whose cover letter forwards this response is:

Ralph L. McMurry, Corporate Counsel
131 Morristown Road
Room B2168
Basking Ridge, NJ 07940
(908) 630-2818

The responses set forth herein are based on the records and information still in existence, presently recollected and thus far discovered in the preparation of this response. The responses are based on information and belief. Kenneth E. DeGennaro, Consultant, and Margot E. Glockner, Paralegal Administrator assisted in responding to each question answered above. No former employees were contacted to respond to any of the questions.

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State of New Jersey

County of Somerset

The foregoing answers were prepared with the assistance and advice of counsel and employee(s) of Lucent Technologies Inc. upon whose advice I rely in making this certification. The answers set forth herein, subject to inadvertent or undiscovered errors, are based on, and therefore necessarily limited by, the records and information still in existence, presently recollected and thus far discovered in the preparation of these answers. They are not made of my own personal knowledge, but are, to the best of my knowledge, information and belief, true.

Signature: John J. Cutrone

Name (please print): John J. Cutrone

Title: Superfund Project Manager

Sworn to before me this 28th day of February, 1997

Notary Public Margot E. Glockner

My commission expires on _____

MARGOT E. GLOCKNER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 14, 2001
ID No. 2186287

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Sent to State - June 28, 1980

**Affidavit of Exemption
from the
New Jersey Pollutant
Discharge Elimination System Permit
NJPDES # 0020443**

State of New Jersey) ss:
County of Hudson)
AT&T Technologies Inc., 100 Central Avenue, Kearny, N.J., being sworn, states:

1. I am * R. B. Butterfield Jr, General Manager
(Title and Position)
of AT&T Technologies, Inc. Kearny Works
(Name of Company)
2. I have personal knowledge of the facts set forth herein.
3. NJPDES Permit No. 0020443, issued on 7/1/79, and administratively extended past 6/30/81, authorized the following "discharge" of "pollutants" to the waters of the State of New Jersey from AT&T Technologies, Inc. Kearny Works.

(Check appropriate type of discharge(s)).

<input checked="" type="checkbox"/> Surface water/Municipal	<input type="checkbox"/> Underground Injection -
<input type="checkbox"/> Surface water/Industrial	<input type="checkbox"/> Industrial/Commercial
<input type="checkbox"/> Surface water/Thermal	<input type="checkbox"/> Underground Injection/Domestic
<input type="checkbox"/> Land application of sludge & septage	<input type="checkbox"/> Significant Industrial User
<input type="checkbox"/> Land application/Industrial Waste residue	<input type="checkbox"/> Individual Subsurface Sewage Disposal - Industrial/Commercial
<input type="checkbox"/> Landfill - Industrial/Commercial	<input type="checkbox"/> Individual Subsurface Sewage Disposal - Community
<input type="checkbox"/> Landfill - Municipal	
<input type="checkbox"/> Spray Irrigation - Industrial/Commercial	<input type="checkbox"/> Overland Flow/Domestic
<input type="checkbox"/> Spray Irrigation/Domestic	<input type="checkbox"/> Rapid Infiltration
<input type="checkbox"/> Overland Flow - Industrial/Commercial	<input type="checkbox"/> Surface Impoundment/Domestic
<input type="checkbox"/> Rapid Infiltration - Industrial/Commercial	<input type="checkbox"/> Underground Injection/Domestic
<input type="checkbox"/> Rapid Infiltration	
<input type="checkbox"/> Surface Impoundment - Industrial/Commercial	
<input type="checkbox"/> Surface Impoundment/Domestic	
<input type="checkbox"/> Other - Describe _____	

These terms are as defined in Section 3 of the New Jersey "Water Pollution Control Act" N.J.S.A. 58:10A-1 et seq. and the New Jersey Pollutant Discharge Elimination System Regulations, N.J.A.C 7:14A-1 et seq.

* Signatory must be the person responsible under N.J.A.C. 7:14A-2.4(b).

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4. AT&T Technologies, Inc., Kearny Works, will no longer be discharging pollutants to the waters of the State as described in No. 3 above, effective on or before December 31, 1985.
5. _____ is no longer discharging wastes because of the following:
- _____ Facility has been closed
 - _____ Connection to sewerage authority
 - _____ In-plant recycling
 - _____ Other - describe _____
6. I understand that NJPDES permit fees are payable until the date the Department receives this affidavit.
7. I understand that it is a violation of the "Water Pollution Control Act" N.J.S.A. 58:10A-1 et seq. to discharge pollutants except in conformity with a NJPDES permit and that I may be subject to significant civil/criminal penalties for said violation.

R. B. Butterfield, Jr.
(Signature)
R. B. Butterfield, Jr.
(Type Name)

Sworn to and signed in my presence this 28th day of June, 1985.

Helen J. Hazadom
(Signature)

(Seal)

Notary Public in and for the County of Union, State of New Jersey.

BE ON NOTICE THAT any person who knowingly makes a false statement, representation, or certification in any application, record, or other document filed or required to be maintained under the Water Pollution Control Act... shall, upon conviction, be subject to a fine of not more than \$10,000.00 or by imprisonment for not more than 6 months, or both.

A copy of this affidavit shall be kept on the premises and be available for inspection by the Department.

WQM7-H/L:lm1

Affidavit Submitted to:
Mr. Herman Adelman, NJDEP

Copy to:
Mr. Flavian Stellerine, NJDEP

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WESTERN ELECTRIC COMPANY, INC.
ENGINEER OF MANUFACTURE
KEARNY, N.J.

APPROVED: 8432

EPK-2036

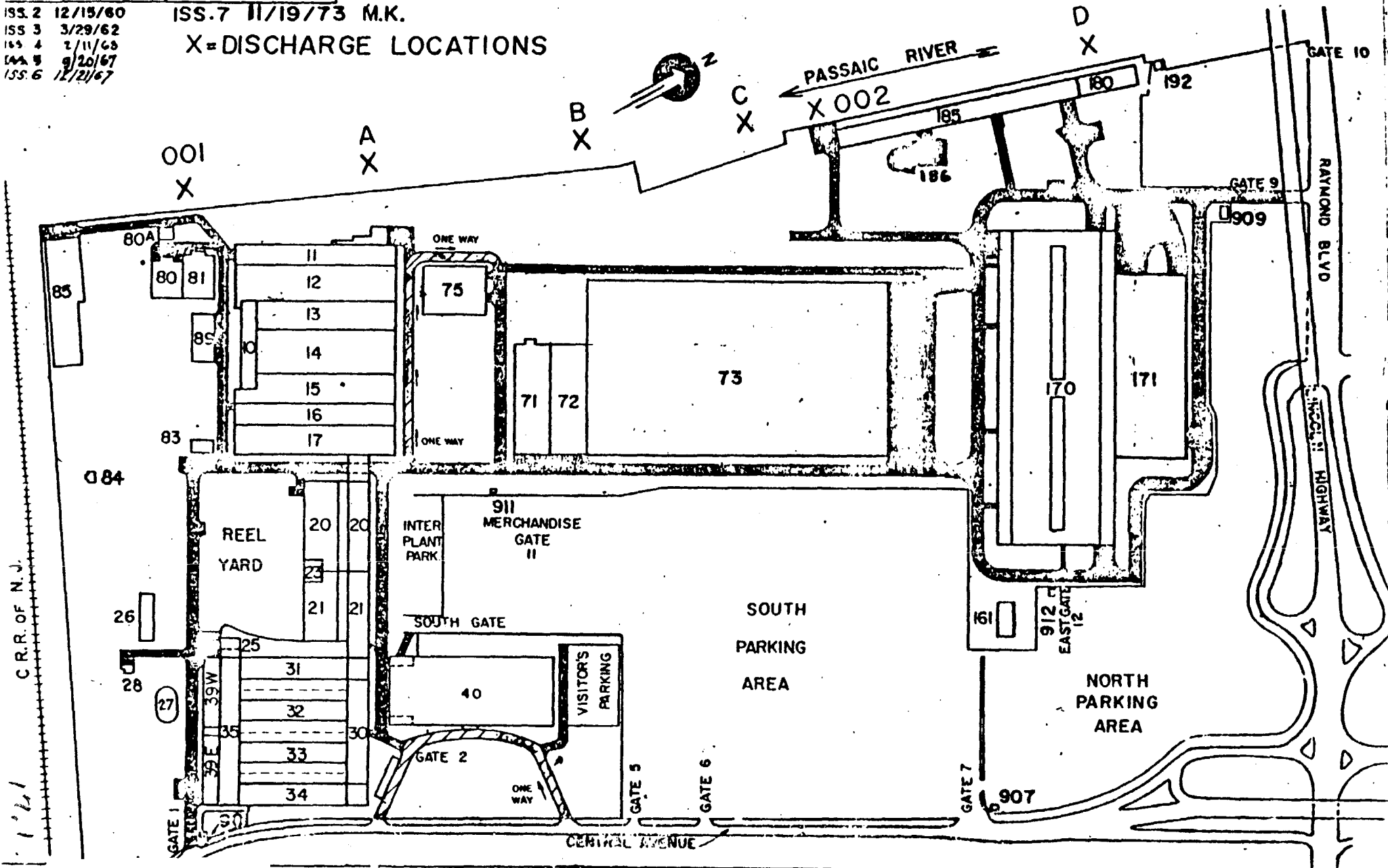
AUGUST 1959-CPWACS

PLOT PLAN OF KEARNY TRACT

ISS. 2 12/15/60
ISS. 3 3/29/62
ISS. 4 2/11/63
ISS. 5 9/20/67
ISS. 6 12/21/67

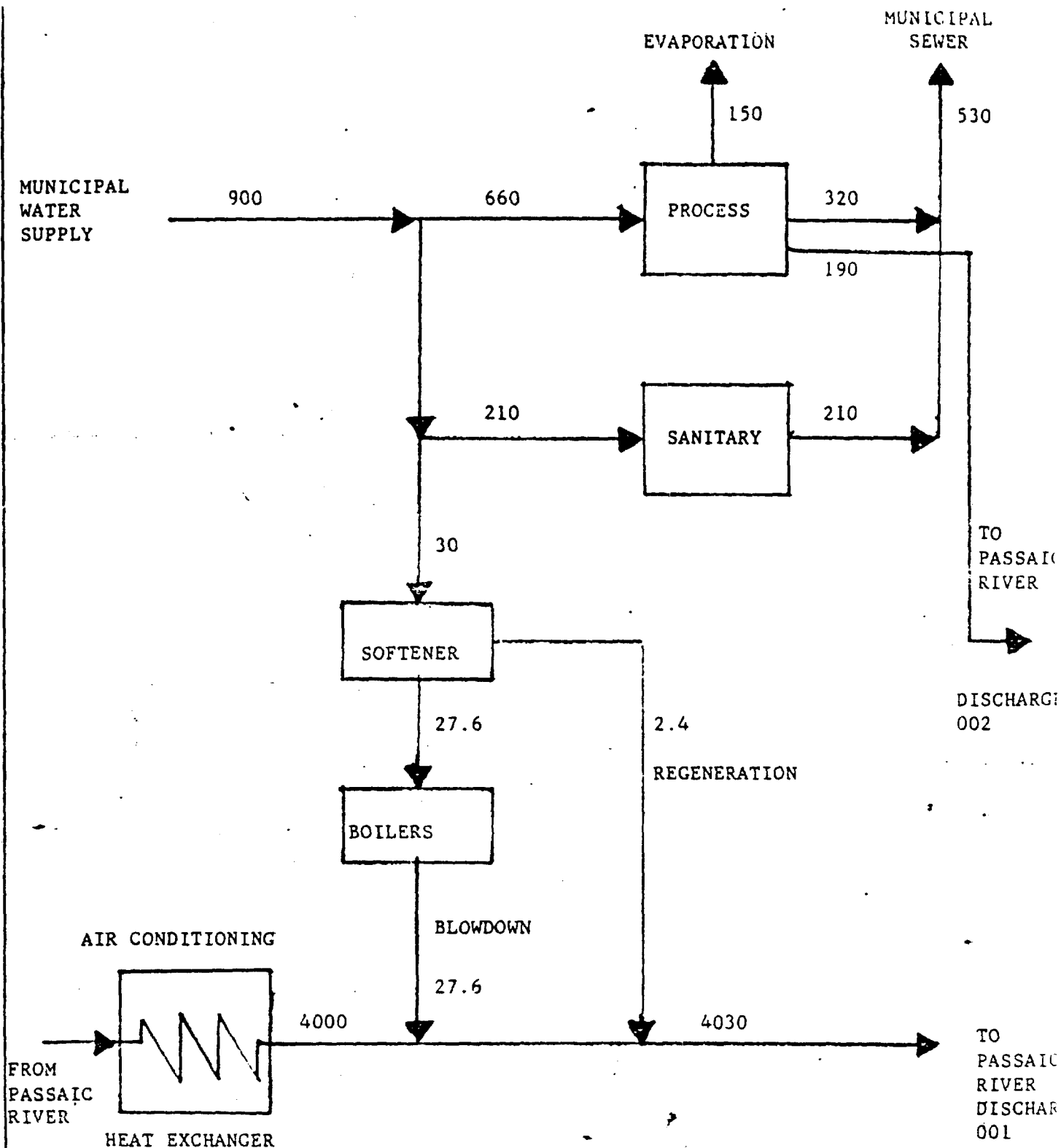
ISS. 7 11/19/73 M.K.

X=DISCHARGE LOCATIONS



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PK 2036



ISSUE DATE: 9/8/78 PAGE 1 of 1	CH.		ENG.		TITLE SCHEMATIC OF WATER FLO (THOUSANDS OF GALLONS PER DAY)
	DR.		TR.		
	853870017				WESTERN ELECTRIC CO., IN
	APPL.				KEARNY, N.J. 17.2

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**FORM OF RESTATED CERTIFICATE OF INCORPORATION
OF
LUCENT TECHNOLOGIES INC.**

The name of the Corporation (which is hereinafter referred to as the Corporation) is "Lucent Technologies Inc."

The original certificate of incorporation was filed with the Secretary of State of the State of Delaware on November 29, 1995, under the name "*NS-MPG Inc.*" Such certificate of incorporation was amended on February 5, 1996.

This Restated Certificate of Incorporation has been duly proposed by resolutions adopted and declared advisable by the Board of Directors of the Corporation, duly adopted by the sole stockholder of the Corporation and duly executed and acknowledged by the officers of the Corporation in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

The text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**Article I
Name**

The name of the corporation (which is hereinafter referred to as the "Corporation") is: "Lucent Technologies Inc."

**Article II
Registered Agent**

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805. The name of the Corporation's registered agent at such address is The Prentice Hall Corporation System, Inc.

**Article III
Purpose**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware (the "DGCL").

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Article IV Capital Stock

Section 1. The Corporation shall be authorized to issue 3,250,000,000 shares of capital stock, of which 3,000,000,000 shares shall be shares of Common Stock, \$.01 par value ("Common Stock"), and 250,000,000 shares shall be shares of Preferred Stock, \$1.00 par value ("Preferred Stock").

Section 2. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in series and, by filing a certificate pursuant to the DGCL (hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) the designation of the series, which may be by distinguishing number, letter or title;
- (b) the number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);
- (c) whether dividends, if any, shall be cumulative or noncumulative, and, in the case of shares of any series having cumulative dividend rights, the date or dates or method of determining the date or dates from which dividends on the shares of such series shall be cumulative;
- (d) the rate of any dividends (or method of determining such dividends) payable to the holders of the shares of such series, any conditions upon which such dividends shall be paid and the date or dates or the method for determining the date or dates upon which such dividends shall be payable;
- (e) the price or prices (or method of determining such price or prices) at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option of the Corporation or at the option of the holder or holders thereof or upon the happening of a specified event or events, if any;

- (f) the obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices at which, the form of payment of such price or prices (which may be cash, property or rights, including securities of the same or another corporation or other entity) for which, the period or periods within which and the terms and conditions upon which the shares of such series shall be redeemed or purchased, in whole or in part, pursuant to such obligation;
- (g) the amount payable out of the assets of the Corporation to the holders of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (h) provisions, if any, for the conversion or exchange of the shares of such series, at any time or times at the option of the holder or holders thereof or at the option of the Corporation or upon the happening of a specified event or events, into shares of any other class or classes or any other series of the same or any other class or classes of stock, or any other security, of the Corporation, or any other corporation or other entity, and the price or prices or rate or rates of conversion or exchange and any adjustments applicable thereto, and all other terms and conditions upon which such conversion or exchange may be made;
- (i) restrictions on the issuance of shares of the same series or of any other class or series, if any; and
- (j) the voting rights, if any, of the holders of shares of the series.

Section 3. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. The holders of shares of Common Stock shall be entitled to one vote for each such share upon all proposals presented to the stockholders on which the holders of Common Stock are entitled to vote. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board of Directors designating the rights, powers and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of

any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

Article V

Stockholder Action

Effective as of the time at which AT&T Corp., a New York corporation, and its affiliates shall cease to be the beneficial owner of an aggregate of at least a majority of the then outstanding shares of Common Stock (the "Trigger Date"), any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Effective as of the Trigger Date, except as otherwise required by law and subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of stockholders of the Corporation for any purpose or purposes may be called only by the Board of Directors pursuant to a resolution stating the purpose or purposes thereof approved by a majority of the total number of Directors which the Corporation would have if there were no vacancies (the "Whole Board") or by the Chairman of the Board of Directors of the Corporation and, effective as of the Trigger Date, any power of stockholders to call a special meeting is specifically denied. No business other than that stated in the notice shall be transacted at any special meeting. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of directors (the "Voting Stock") then outstanding, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article V.

Article VI

Election of Directors

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

Article VII

Board of Directors

Section 1. Number, election and terms. Except as otherwise fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the Directors of the Corporation shall be fixed from time to time

exclusively pursuant to a resolution adopted by a majority of the Whole Board (but shall not be less than three). The Directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, one class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1997, another class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1998, and another class to be originally elected for a term expiring at the annual meeting of stockholders to be held in 1999, with each class to hold office until its successor is duly elected and qualified. At each succeeding annual meeting of stockholders, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until such person's successor shall have been duly elected and qualified.

Section 2. Stockholder nomination of director candidates; Stockholder Proposal of Business. Advance notice of stockholder nominations for the election of Directors and of the proposal of business by stockholders shall be given in the manner provided in the By-Laws of the Corporation, as amended and in effect from time to time.

Section 3. Newly created directorships and vacancies. Except as otherwise provided for or fixed by or pursuant to the provisions of Article IV hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected and qualified. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Section 4. Removal. Subject to the rights of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect Directors under specified circumstances, any Director may be removed from office only for cause by the affirmative vote of the holders of at least a majority of the voting power of all Voting Stock then outstanding, voting together as a single class.

Section 5. Amendment, repeal, etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all Voting Stock then outstanding, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article VII.

Article VIII By-Laws

The By-Laws may be altered or repealed and new By-Laws may be adopted (1) at any annual or special meeting of stockholders, by the affirmative vote of the holders of a majority of the voting power of the stock issued and outstanding and entitled to vote thereat, *provided, however*, that any proposed alteration or repeal of, or the adoption of any By-Law inconsistent with, Section 2.2, 2.7 or 2.10 of Article II of the By-Laws or with Section 3.2, 3.9 or 3.11 of Article III of the By-Laws or this sentence, by the stockholders shall require the affirmative vote of the affirmative vote of the holders of at least 80% of the voting power of all Voting Stock then outstanding, voting together as a single class; and *provided, further, however*, that in the case of any such stockholder action at a special meeting of stockholders, notice of the proposed alteration, repeal or adoption of the new By-Law or By-Laws must be contained in the notice of such special meeting, or (2) by the affirmative vote of a majority of the Whole Board.

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all Voting Stock then outstanding, voting together as a single class shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article VIII.

Article IX Amendment of Certificate of Incorporation

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and, except as set forth in Article X, all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the Voting Stock then outstanding, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal Article V, VII, VIII or this sentence.

Article X

Limited Liability; Indemnification

Section 1. Limited Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except, if required by the DGCL, as amended from time to time, for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of Section 1 of this Article X shall eliminate or reduce the effect of Section 1 of this Article X in respect of any matter occurring, or any cause of action, suit or claim that, but for Section 1 of this Article X would accrue or arise, prior to such amendment or repeal.

Section 2. Indemnification and Insurance.

(a) *Right to Indemnification.* Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974, as in effect from time to time) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators; *provided, however*, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section shall be a contract right and shall include the right to have the Corporation pay the

expenses incurred in defending any such proceeding in advance of its final disposition; any advance payments to be paid by the Corporation within 20 calendar days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; *provided, however*, that, if and to the extent the DGCL requires, the payment of such expenses incurred by a director or officer in such person's capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to have the Corporation pay the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

(b) *Right of Claimant to Bring Suit.* If a claim under paragraph (a) of this Section is not paid in full by the Corporation within 30 calendar days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) *Non-Exclusivity of Rights.* The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of

Incorporation, By-Law, agreement, vote of stockholders or disinterested directors or otherwise. No repeal or modification of this Article shall in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Corporation hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

(d) *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(e) *Severability.* If any provision or provisions of this Article X shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article X (including, without limitation, each portion of any paragraph of this Article X containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Article X (including, without limitation, each such portion of any paragraph of this Article X containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

IN WITNESS WHEREOF, said Lucent Technologies Inc. has caused this Restated Certificate of Incorporation to be signed by its Senior Vice President and General Counsel and attested by its Assistant Secretary this 1st day of April 1996.

/s/ Richard J. Rawson
Richard J. Rawson
Senior Vice President and General Counsel
Lucent Technologies Inc.

Attest: /s/ Pamela F. Craven
Pamela F. Craven
Assistant Secretary

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	NS	56	6/2/17		250,000 no par common authorized and issued	13-5265380	Y	
	NS	220	12/22/93		100 no par common authorized and issued	22-3285478	Y	
475 South Street, Morristown, NJ 07962	Cable	200	12/8/92		1000 common par value \$1.00 authorized, 100 issued	applied for	Y	J. Bucter
	CP						N	
	ME						N	
295 N. Maple Ave., Basking Ridge, NJ 07920	NS	242	4/28/95			22-3369976		
c/o Aler Wynne Heurtt Dodson & Skerritt LLP 22 S.W. Columbia Suite 1800 Portland, Oregon 97201								
	ME						N	
	NS	84	1/10/84		1000 Common par value \$1.00 authorized, 100 shares issued	51-0275266		
	NS, MPG	42				56-1194062	Y	M. Brown

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	Int. Sol.						N	S. Anderson
		T05						
	NS	526	12/7/93				Y	
Av. Francisco de Miranda, Edificio Parque Cristal, Torre Oeste, Piso 15, Oficina 15-6, Caracas, Venezuela	NS	471	4/13/88				Y	E. Baldeon
	NS		2/13/85					

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
LYCOM A/S		Sub.	LTII	100%	Denmark	Mfg. fiber optics for Danish market	
Lucent Technologies Hispaniola C. por A.	AT&T Hispaniola C. por A.	Sub.	LTII	100%	Dominican Republic	In-country presence	
EcuLucent Technologies S.A.	AT&T del Ecuador, S.A.	Sub.	LTII	100%	Ecuador	In-country presence	
Lucent Technologies International Inc. (Egypt branch) (name change pending)	AT&T International Inc. (Egypt branch)	branch	LTII	100%	Egypt		
Lucent Technologies El Salvador S.A. de C.V.	AT&T de El Salvador, S.A. de C.V.	Sub.	LTII	100%	El Salvador	In-country presence	
AST Electronique S.A. (dormant)		Sub.	Lucent Technologies BCS S.A. (formerly AT&T Barphone S.A.)	99.90%	France	Design, manuf., sale & rental of electronic and electromechanical equip.	
Barphone Inter'l. S.A.R.L. (liquidated 1/29/96)		sub.	Lucent Technologies BCS S.A.	100.00%	France	PBX System developer in France	
Barphone Services S.A.		sub.	Lucent Technologies BCS S.A.	99.65%	France	Sell, install and maintain electric telephones	
Comoc S.A.		equity interest	Lucent Technologies BCS S.A.	20%	France	Purchase, sale comms equip to distributors	Employees and 7 external shareholders - 80%
Distrimatel S.A.R.L.		sub.	Lucent Technologies BCS S.A.	100%	France	Sale of electrical and electronic equip.	
Lucent Technologies BCS S.A.	AT&T Barphone S.A.	sub.	Lucent Technologies Holding France Inc.	99.04%	France	Develops & manuf. systems, dedicated tel. sets & single line tel. sets	
Lucent Technologies Holding France S.A.	AT&T Holding France S.A.	sub.	LTII	100%	France	In-country presence	
Lucent Technologies Network Systems France S.A. (dormant - to be liquidated in 1997)	AT&T Network Systems France S.A.	sub.	Lucent Technologies EMEA B.V.	100%	France	Mktg and sales of Lucent products & services (switching, transmission, wireless, cable)	
Telecommunications Radioelectriques et Telephoniques (TRT)		sub.	Lucent Technologies Holding France S.A.	100%	France	manufacture of network equipment	
Lucent Technologies Business Communications Systems and Microelectronics GmbH	Lucent Technologies Deutschland GmbH	sub.	Lucent Technologies Holding GmbH	100%	Germany	will house micro, BCS, private network, and CP Holding company for Lucent entities in Germany	
Lucent Technologies Holding GmbH	AT&T Network Systems Deutschland GmbH	sub.	Lucent Technologies EMEA B.V.	100%	Germany		

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Network Fibre Cables GmbH (pending)		sub.	Lucent Technologies Holding GmbH	100%	Germany	will house cable operations	
Lucent Technologies EMEA B.V. (Greece)	AT&T Network Systems International B.V. (Greece)	branch	Lucent Technologies EMEA B.V.	100.00%	Greece	Mktg & sale of NSI product and service	
Lucent Technologies de Guatemala S.A.	AT&T de Guatemala, S.A.	Sub.	LTWS, I LTII	1% 99%	Guatemala	In-country presence	
Lucent Technologies de Honduras S.A. (name change pending)	AT&T de Honduras S.A.	Sub.	LTII	100%	Honduras	primary in-country presence	
Lucent Technologies World Services, Inc. (Honduras Branch Office)	AT&T World Services, Inc. Honduras branch)	branch	Lucent Technologies World Services Inc.	100%	Honduras		
_____ Aviation Technologies & Systems Ltd. (name change pending)	AT&T Aviation Technologies & Systems, Ltd.	JV	LTII	92%	Hong Kong	Mktg & provision of Air Traffic Mgmt. products & services in P.R.C.	4% Jerry Thompson & Assoc.; 4% Horizon Consumer International Ltd.
_____ Consumer Products (Asia/Pacific) Ltd.	AT&T Consumer Products (Asia/Pacific) Ltd.	JV	Lucent Technologies BCS S.A.	76%	Hong Kong	Provides trans-shipment of CP parts and components to P.R.C.	24% S. Megga Telecommunications Ltd.
Lucent Technologies Asia/Pacific (H.K.) Ltd.		sub.	LTII	50%	Hong Kong		50% - Lucent Technologies Asia/Pacific Inc.
Lucent Technologies Asia/Pacific Inc. (Hong Kong branch)	AT&T Asia/Pacific (Hong Kong branch)	branch	Lucent Technologies Asia/Pacific Inc.	100%	Hong Kong		
Lucent Technologies Korea Ltd. (Hong Kong branch)	AT&T Korea Ltd. (Hong Kong branch)	branch	Lucent Technologies Korea Ltd.	100%	Hong Kong	Sales to Korea in US dollars	
Lucent Technologies Business Communications Systems Hungary Kft. (to be renamed Lucent Technolgoies BCS Magyarorszag Kft.)	AT&T Business Communications Systems Hungary Kft.	sub	Lucent Technologies International Inc.	100%	Hungary	Marketing, sales and distribution of BCS products	
_____ Finolex Fiber Optic Cables Limited (name change pending)	AT&T Finolex Fiber Optic Cables Ltd.	JV	LTII	51%	India	JV to manufacture LXE Lightpack fiber optic cables for telecomm & commercial applications	Finolex Cables Ltd. (49%)
_____ Switching Systems (India) Private Ltd. (name change pending)	AT&T Switching Systems (India) Private Ltd.	JV	LTII	51%	India	JV to produce central office switches for use in India's network	TATA Industries Ltd. (49%)
Lucent Technologies India Pvt. Ltd. (name change pending)	AT&T India Pvt. Ltd.	sub.	LTII	100%	India		
Trans-India Network Systems Pvt. Ltd.		JV	LTII	50%	India	mfg./markets telecomm transmission products	50% - TATA Telecom Limited, Bambay House, 24 Homi M. Street, Fort Bombay, 400 001, India

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Asia/Pacific Inc. (Indonesia Rep. Office) (name change pending)	AT&T Asia/Pacific (Indonesia rep.office)	rep. office	Lucent Technologies Asia/Pacific Inc.	100%	Indonesia		
Lucent Technologies Network Systems Nederland B.V. (Indonesia) (name change pending)	AT&T Network Systems Nederland B.V. (Indonesia)	project office	Lucent Technologies Network Systems Nederland B.V.	100%	Indonesia		
Lucent Technologies World Services Inc. (Indonesia Project Office) (name change pending) (on hold)	AT&T World Services Inc. (Indonesia Project Office)	project office	Lucent Technologies World Services Inc.	100%	Indonesia	In country presence	
P.T. Lucent Technologies Indonesia	P.T. Intra Philindokon	JV	TRT	100%	Indonesia	Holds a license for repair and maintenance of telecommunication equipment	
P.T. Lucent Technologies Network Systems Indonesia (name change pending)	P.T. AT&T Network Systems Indonesia	JV	LTII	75%	Indonesia	Mfg., installs & services Lucent 5ESS digital switches	P.T. Citra Telekomuni Gedung Menara 7, 1405 b Bussum, The Netherlands
Lucent Technologies Ireland Ltd. (name change pending)	AT&T Ireland Ltd.	sub.	LTII	100%	Ireland	In-country presence	
Lucent Technologies Network Systems Ireland Ltd.	AT&T Network Systems Ireland Ltd.	sub.	Lucent Technologies EMEA B.V.	100.00%	Ireland	Holding Co.	
Microwave Radio Ltd. (to be dissolved)		sub.	Lucent Technologies Ireland Ltd.	100%	Ireland	Manuf. of digital transmission products	
Teletron na Farraige Moire Teoranta		sub.	Lucent Technologies Ireland Ltd.	100%	Ireland	Manufactures analog transmission products for export to US plants	
Lucent Technologies Belgium S.A./N.V. (Israel) (deregistered)		branch	Lucent Technologies Belgium S.A./N.V.	100%	Israel		
Lucent Technologies Italia S.p.A.	AT&T Italia S.p.A.	Sub.	LTII	90%	Italy	In-country presence	10% - Lucent Technologies Americas Inc.
Yazaki Fiber Optic Cable Co., Ltd.	AT&T Yazaki Fiber Optic Cable Co., Ltd.	JV	NCS Ventures Inc.	51%	Japan	JV to grow share of fiber optic cable & access. business in Japan	49% Yazaki Electric Wire Co Ltd.
Lucent Technologies Japan Ltd.	AT&T Japan Ltd.	Sub.	LTII	100%	Japan	Provide in-country presence and software	
Lucent Technologies Semiconductor Marketing, Ltd.	AT&T Japan Semiconductor Marketing, Ltd.	JV	Lucent Technologies Inc.	51%	Japan	JV to market/sell Lucent branded semiconductors	49% - NEC Corporation, 7-1 Shiba 5-Chrome, Minato-ku, Tokyo 108, Japan

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies EMEA B.V. (Kazakstan Rep. Office) (name change pending)	AT&T Network Systems International B.V. (Kazakstan Rep. Office)	Rep. office	Lucent Technologies EMEA B.V.	100%	Kazakstan		
Lucent Technologies Eurasia Ltd. (Kazakstan Rep. Office)		rep. office	Lucent Technologies Eurasia Ltd.	100%	Kazakstan	In country presence	
Lucent Technologies World Services Inc. (Kenya branch office) (name change pending)	AT&T World Services Inc. (Kenya branch)	branch	Lucent Technologies World Services Inc.	100%	Kenya		
Lucent Technologies Korea Ltd.	AT&T Korea Ltd.	sub.	LTII	100%	Korea	Primary in-country presence	
Lucent Technologies World Services Inc. (Kuwait branch office)	AT&T World Services Inc (Kuwait office)	branch	Lucent Technologies World Services Inc.	100%	Kuwait	Legal presence for certain bidding, installation & maintenance of post war projects for NS products only	
Lucent Technologies Eurasia Ltd. (Lithuania Rep. Office)		Rep. Office	Lucent Technologies Eurasia Ltd.	100%	Lithuania	In country presence	
Lucent Technologies (Malaysia) Sdn. Bhd.	American Telephone and Telegraph (Malasia) Sdn. Bhd.	Sub.	LTII	100%	Malaysia	Provides Lucent's primary in-country presence	
MTT Communication System Sdn. Bhd.		JV	Lucent Technologies (Malaysia) Sdn. Bhd.	30%	Malaysia	Mktg. sales & Service of network cable systems, wireless systems, etc.	Yayasan Pembangunan - 4. Institut Pemadalan Minda - 30%
ATTEL del Norte, S.A. de C.V.		Macquiladora	Lucent Technologies de Mexico S.A. de C.V.	100%	Mexico	Macquiladora - testing & repair of product for CP	
Informatica y Telecomunicaciones, S.A. de C.V.		sub.	Integradora de Telecomunicaciones, S.A. de C.V. (INTELSA)	100%	Mexico	Distributes BCS products & services in Mexico	
Integradora de Telecomunicaciones, S.A. de C.V. (INTELSA)		Sub.	Lucent Technologies de Mexico S.A. de C.V.	100%	Mexico	Locally incorporated distributor of BCS products	

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
ITSA Servicios S.A. de C.V.		sub.	Informatica Y Telecomunicaciones S.A. de C.V.	100%	Mexico	Distribution of BCS products and services	
Lucent Technologies Business Communication Systems de Mexico, S.A. de C.V. (name change pending)	AT&T B.C.S. de Mexico, S.A. de C.V.	Sub.	Informatica y Telecomunicaciones, S.A. de C.V.	100%	Mexico		
Lucent Technologies Consumer Products Mexico, S.A. de C.V. (name change pending)	AT&T Consumer Products Mexico, S.A. de C.V.	Sub.	LTH	100%	Mexico	Distributes CP product	
Lucent Technologies de Mexico S.A. de C.V.	AT&T de Mexico S.A. de C.V.	Sub.	AT&T Holdings de Mexico S.A. de C.V.	100%	Mexico	Lucent's primary in-country sub	
Lucent Technologies Holdings de Mexico S.A. de C.V. (name change pending)	AT&T Holdings de Mexico S.A. de C.V.	sub.	LTH LT de Mexico	99.99% 00.01%	Mexico	Holding co. for most of Lucent's corporate assets in Mexico	
Lucent Technologies International Inc. (Mexico Rep. Office)	AT&T International Inc. (Mexico Rep. Office)	rep. office	LTH	100%	Mexico		
Lucent Technologies Microelectronica de Mexico S. A. de C. V. (name change pending)	AT&T Microelectronica de Mexico S. A. de C. V.	Macquiladora	AT&T Holdings de Mexico S.A. de C.V.	80.1%	Mexico	Manufacture & market ME products in Mexico. Macquiladora.	19.9% - Lucent Technologies International Inc.
Lucent Technologies Productos de Consumo de Mexico S.A. de C.V. (name change pending)	AT&T Productos de Consumo de Mexico S.A. de C.V.	Macquiladora	AT&T Holdings de Mexico, SA de CV	100%	Mexico	Macquiladora which mfg. & assembles answering machines for CP	
Lucent Technologies Productos de Consumo de Monterrey S.A. de C.V. (name change pending)	AT&T Productos de Consumo de Monterrey S.A. de C.V.	Macquiladora	Lucent Technologies de Mexico S.A. de C.V.	100%	Mexico	Macquiladora for cordless telephones	
Soporte a Sistemas de Informatica Y Telecomunicaciones S.A. de C.V.		sub.	Integradora de Telecomunicaciones, S.A. de C.V. (INTELSA)	100%	Mexico	Distributor of BCS products & services in Mexico.	
Virmar Telecomunicaciones S.A. de C.V.		sub.	Integradora de Telecomunicaciones, S.A. de C.V. (INTELSA)	100%	Mexico	Distributes BCS products in Mexico	
Bedrijvencomplex Huizen/Hilversum C.V.		Sub.	Lucent Technologies Network Systems Nederland B.V.	99.9%	Netherlands	JV	.01% - ABN Amro Bank

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
<i>Laboratoires d'Electronique Philips</i>		JV	TRT	25%	Netherlands		
Lucent Technologies BCS Nederland B.V.	AT&T Nederland B.V.	sub.	LTII	100%	Netherlands	In country presence	
Lucent Technologies EMEA B.V.	AT&T Network Systems International B.V.	sub.	LTII	100.00%	Netherlands	Market switching & trans. sys. in Europe	
Lucent Technologies EMEA Services B.V.	AT&T Network Systems Services B.V.	sub.	Lucent Technologies EMEA B.V.	100%	Netherlands	Personnel services, installation & maintenance service for Lucent Tech. EMEA worldwide	
Lucent Technologies EMEA Trading B.V.	AT&T Network Systems Trading B.V.	sub.	Lucent Technologies EMEA B.V.	100%	Netherlands	Mfg. mkt. sale of public telephone systems & transmission systems	
Lucent Technologies Network Systems Nederland B.V.	AT&T Network Systems Nederland B.V.	sub.	LTII	100%	Netherlands		
Lucent Technologies WCND Utrecht B.V. (name change pending)	AT&T Global Information Solutions WCND Utrecht B.V.	sub.	Lucent Technologies EMEA B.V.	100%	Netherlands	Wireless research & development	
PTS Holding B.V.		JV	Lucent Technologies EMEA B.V.	50%	Netherlands	Holding company for PTS Software B.V.	50% - Technipower Holding B.V.
PTS Software B.V. (sold)		sub.	PTS Holding B.V.	100%	Netherlands	Performs software dev. for L.T. EMEA	
<i>Societa Anonyme Immobiliere da gestion et D'Investissement (SAIGI)</i>		JV	TRT	14.17%	Netherlands		
<i>Societe d'Extude et Rosalisatcons Nucleaires (Sodern)</i>		JV	TRT	45.70%	Netherlands		
Lucent Technologies (NZ) Limited	AT&T New Zealand Limited	sub.	LTII	100%	New Zealand	In country presence	
Lucent Technologies Nicaragua S.A.	AT&T de Nicaragua, S.A.	sub.	LTII LT Americas LT Thailand Ethel Arguell	94% 2% 2%	Nicaragua	In country presence	
Telecommunications Radioelectriques et Telephoniques (TRT) (Oman branch)		branch	TRT	100%	Oman		
_____ of Beijing Fiber Optic Cable Company, Ltd. (name change pending)	AT&T of Beijing Fiber Optic Cable Company, Ltd.	JV	AT&T (China) Co., Ltd.	67.65	P.R.C.	mfg. market and sell Lightguide Express Entry fiber optic cable	20% - Beijing Optical Communications co.; 7.35% CBGCF; 5% PTIC
_____ Chengdu Telecommunications Equipment Co., Ltd. (name change pending)	AT&T Chengdu Telecommunications Equipment Co., Ltd.	Limited liability cooperative joint venture	AT&T (China) Co. Ltd.	76%	P.R.C.	Assembly, installation & service of switching equip.	24% Sichuan P&T Switching Factory
_____ of Shanghai, Ltd. (name change pending)	AT&T of Shanghai, Ltd.	JV	AT&T (China) Co., Ltd.	50%	P.R.C.	Owned by NSI. Manuf & mktg of digital trans. equip.	Shanghai Optical Telecommunications Co.
_____ Consumer Telecommunications Products Beijing, Ltd. (name change pending)	AT&T Consumer Telecommunications Products Beijing, Ltd.	JV	LTII	53.30%	P.R.C.	JV to manufacture and sell CP product and support of NS sale of cellular and cordless terminals	Central Technology Cene 30%, S.Megga Telecommunications Ltd 16.7%

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
_____ of Tianjin Cable Co., Ltd. (name change pending)	AT&T of Tianjin Cable Co., Ltd.	JV	AT&T (China) Co. Ltd.	60%	P.R.C.	JV to manuf, sell & support sales of switchboard cables	40% Tianjin Electronic Wire and Cable Company
China _____ Communications Equipment Co., Ltd. (name change pending)	China American Telephone and Telegraph Communications Equipment Co., Ltd.	JV	AT&T (China) Co., Ltd.	50%	P.R.C.	Mfg. loop system, components & other NS products	Shanghai Telecommunications Equipment Factory
Lucent Technologies (China) Co., Ltd. (name change pending)	AT&T (China) Co., Ltd.	sub.	LTII	100%	P.R.C.	Primary in-country presence	
Lucent Technologies (Shanghai) International Enterprises, Ltd.		sub.	AT&T (China) Co. Ltd.	100%	P.R.C.	trading company	
AT&T Qingdao Power Systems Company, Ltd.		sub.	AT&T (China) Co. Ltd.	100%	P.R.C.	Microelectronics manufacturing facility	
AT&T Qingdao Telecommunications Systems Ltd. (name change pending)	AT&T Qingdao Telecommunications Equipment, Ltd.	JV	AT&T (China) Co., Ltd.	51%	P.R.C.	Assembly, testing, sale and support of SESS switches	29% HiSense Electric Corp. Of Qeic; 7.5% Shanghai Posts and Telecommunications Administration Bureau; 7.5% China Electronics Corp.; 5.0% China International Trust and Investment Corp.
Shanghai Fiber Optic Cable Co., Ltd. (name change pending)	AT&T of Shanghai Fiber Optic Cable Co., Ltd.	JV	AT&T (China) Co., Ltd.	56.00%	P.R.C.	Manufacture, market and sale of raw fiber	Shanghai Optical Fiber Communications Engineering Corporation, - 20%, Shanghai Telecommunication - 12%, Post Telecommunication Industry Corp. - 12%
Telecommunications Radioelectriques et Telephoniques (TRT) (Pakistan branch)		branch	TRT	100%	Pakistan		
Lucent Technologies World Services, Inc. (Panama branch) d/b/a Lucent Technologies de Panama	AT&T World Services, Inc. (Panama branch office)	branch	Lucent Technologies World Services Inc.	100%	Panama		
Lucent Technologies del Peru S.A.	NS-MPG del Peru S.A.	sub.	LTII	100%	Peru	Primary in country presence	
Lucent Technologies Philippines Inc. (name change pending)	AT&T Philippines, Inc.	sub.	LTII	100%	Philippines	In country presence	
Telecommunications Radioelectriques et Telephoniques (TRT) (Philippines branch)		branch	TRT	100%	Philippines		
Lucent Technologies BCS Polska Sp. z o.o.	AT&T Business Communications Systems Polska Sp. z o.o.	sub.	LTII	100%	Poland	Distributes Lucent products in Poland	
Lucent Technologies Network Systems Poland S.A.	AT&T Network Systems Telfa S.A.	sub.	Lucent Technologies EMEA B.V.	98.98%	Poland	Devel. & Manuf. telephone switches & relays	1.02% - government of Poland
Lucent Technologies Sp. z o.o. (dormant) (name change pending)	AT&T Network Systems Poland Sp. z o.o.	sub.	Lucent Technologies EMEA B.V.	100%	Poland	inactive	

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Puerto Rico Inc.	NS-MPG del Puerto Rico Inc.	sub.	LTII	100%	Puerto Rico	In country presence	
Lucent Technologies World Services Inc. (Puerto Rico branch)	AT&T World Services Inc. (Puerto Rico branch)	branch	Lucent Technologies World Services Inc.	100%	Puerto Rico	Provides sales & technical services for L.T. Puerto Rico	
Lucent Technologies Eurasia B.V. (Romania branch)		branch	Lucent Technologies Eurasia Ltd.	100%	Romania	In country presence	
A/O Lucent Technologies (name change pending)	A/O AT&T	sub.	Lucent Technologies Network Systems Nederland B.V.	95.7	Russian Federation	Provides Lucent in-country presence & service ctr for installation and maintenance of network sales	4% Lucent Technologies Eastern Ventures; .05% - Lucent Technologies Eurasia; .05% - Lucent Technologies Americas
A/O Lucent Technologies Manufacturing of St. Petersburg (name change pending)	A/O AT&T of St. Petersburg	JV	Lucent Technologies EMEA B.V.	68%	Russian Federation	Adapts & mkts NSI's transmission equip for use with existing Russian infrastructure	32% - Dalnaya Sviaz R. Petrogradskaya Emb., St. Petersburg, 197046-S.F
Lucent Technologies EMEA B.V. (Russia Rep. Office) (name change pending)	AT&T Network Systems International B.V. (Russia Rep. Office)	Rep. Office	Lucent Technologies EMEA B.V.	100%	Russian Federation	Provides market liaison services for Lucent in Moscow and St. Petersburg	
Lucent Technologies Eurasia Ltd. (Russia Rep. Office)	Business Communications Systems Eastern Europe Ltd. (Russia Rep. Office)	Rep. Office	Lucent Technologies Eurasia Ltd.	100%	Russian Federation	In country presence	
International Network Engineering Ltd.		JV	Telecommunications Technology Middle East Inc.	50%	Saudi Arabia	Provides operations systems under TEP 6 contract	50% - International Engineering Ltd.
Lucent Technologies International Inc. (Saudi Arabia branch)	AT&T International Inc. (Saudi Arabia branch)	branch	LTII	100%	Saudi Arabia	In country presence	
Space Technology Company (pending)		JV	Western Investors Technology Group, L.P.	50%	Saudi Arabia	Provide leased telecommunications services to KSA's Ministry of Defense & Aviation	50% Saudi Arabian investors
Telecommunications Radioelectriques et Telephoniques (TRT) (Saudi Arabia)		branch	TRT	100%	Saudi Arabia		
Western Electric Saudi Arabia Co., Ltd.		JV	Western Electric International Inc.	40%	Saudi Arabia	JV to install, operate & maintain Lucent equip. in Saudi Arabia	A.S. Bugshan Brothers - 60%
Lucent Technologies Consumer Products Pte. Ltd.	AT&T Consumer Products Pte. Ltd.	sub.	LTII	100%	Singapore	Manufactures cordless residence telephone sets	
Lucent Technologies Investment Asia Pte. Ltd.	AT&T Investment Asia Pte. Ltd.	sub.	LTII	100%	Singapore	Treasury operations to handle tax holiday for Thailand C.P. and Micro operations	

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Investments Pte. Ltd.	AT&T Investments Pte. Ltd.	sub.	LTII	100%	Singapore	Treasury operations to handle tax holiday for Singapore Pte. Ltd. & L.T. CP Pte. Ltd.	
Lucent Technologies Microelectronics Pte. Ltd.	AT&T Microelectronics Pte. Ltd.	sub.	LTII	100%	Singapore	Manufactures integrated circuits and electronic components	
Lucent Technologies Singapore Pte. Ltd.	AT&T Singapore Pte. Ltd.	sub.	LTII	100%	Singapore		
Lucent Technologies EMEA B.V. (Slovak Rep. office) (name change pending)	AT&T Network Systems International B.V. (Slovak Rep. Office)	Rep. Office	Lucent Technologies EMEA B.V.	100%	Slovak Republic	Performs market representation services for Lucent	
Lucent Technologies Slovensko s.r.o. (name change pending)	AT&T Slovakia spol. s.r.o.	sub.	Lucent Technologies Eastern Ventures	100%	Slovak Republic	Distribution of Definity products	
<i>Signal Telecom</i>		JV	TRT	100%	Slovak Republic	Project engineering for contracts implemented, assembly and testing equipment to be installed, and support and maintenance	
Lucent Technologies South Africa (Proprietary) Ltd.	AT&T Telecommunicationa South Africa (Proprietary) Limited	sub.	LTII	100%	South Africa	In country presence	
AT&T Microelectronica de Espana, S.A. (liquidated)		sub.	LTII	100%	Spain	Manuf. of chips for European market	
Lucent Technologies Microelectronica S.A.	AT&T Systems & Technology Espana S.A.	Sub.	LTII	100%	Spain	Mfg. mkt & sales of Micro products	
Lucent Technologies Network Systems Espana S.A.	AT&T Network Systems Espana S.A.	sub.	Lucent Technologies EMEA B.V.	90.02%	Spain	Mfg. mkt and sale of Lucent products and services	Banco Central Hispano - 9.
Lucent Technologies World Services, Inc. (Spain branch) (inactive)	AT&T World Services Inc. (Spain branch)	branch	Lucent Technologies World Services Inc.	100%	Spain	Provides management services to L.T. Micro. de Espana	
Lucent Technologies Asia/Pacific Inc. (Sri Lanka branch) (name change pending)	AT&T Asia/Pacific Inc. (Sri Lanka branch)	branch	Lucent Technologies Asi/Pacific Inc.	100%	Sri Lanka	In country presence	
Lucent Technologies Sweden A.B. (name change pending)	AT&T Nordics A.B.	sub.	LTII	100%	Sweden	In country presence	
Lucent Technologies A.G.	AT&T s.a.	sub.	LTII	100%	Switzerland	In country presence	
Lucent Technologies International Purchasing Company (Taiwan branch) (name change pending)	AT&T Technologies International Purchasing Company (Taiwan branch)	branch	Lucent Technologies International Purchasing Company	100%	Taiwan	international purchasing services to Lucent businesses	
Lucent Technologies Taiwan Inc. (Taiwan branch) (name change pending)	AT&T Taiwan Inc. (Taiwan branch)	branch	Lucent Technologies Taiwan Inc.	100%	Taiwan	In country presence	

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Taiwan Telecommunications Co. Ltd.	AT&T Taiwan Telecommunications Co. Ltd.	JV	LTH	60%	Taiwan	1) mfg, assemble & sale of 5ESS & 4ESS switching systems; 2) dev., sale & lease of software for switches	Chiao-Tung Bank - 10%, Directorate General of Telecommunication of the Ministry of Communications of the Republic of China - 15%, Yao-Hau Glass Company - 5%
United Fiber Optic Communications Inc. ("UFOC")		JV	LTH	14.79%	Taiwan	Mfg and mkt fiber optic cable & transmission equip.	23% - Pacific Electric Wire & Cable Ltd.; 14.96% Chiao Tung Bank; 5.0% - Full Shen International Investment Com.
_____ Network Technologies (Thailand), Ltd. (name change pending)	AT&T Network Technologies (Thailand), Ltd.	JV	LTH	49%	Thailand	Mfg & sale of outside plant & apparatus in support of tel. org of Thailand network expansion	Soopakij Chearavanont - 49% Dr. Thorsin Shimawatra - 2%
Lucent Technologies Microelectronics Thailand Ltd. (name change pending)	AT&T Microelectronics (Thai) Co. Ltd.	sub.	LTH	100%	Thailand	Mfg, assemble, pkg & test of integrated circuits	
Lucent Technologies Thailand Inc. (Thailand branch) (name change pending)	AT&T (Thailand) Inc. (Thailand branch)	branch	Lucent Technologies Thailand Inc.	100%	Thailand	In country presence	
Systel		JV	TRT	51%	Tunisia	Slac of TRT products in North Africa countries, project engineering and installation, software development.	
Lucent Technologies International Inc. (U.A.E. branch)	AT&T International Inc. (U.A.E. Branch)	branch	LTH	100%	UAE (United Arab Emirates)	In country presence	
AP Telecommunications UK Ltd.		sub.	Lucent Technologies EMEA B.V.	100%	UK	In liquidation	
AT&T Business Communications Europe Ltd. (dormant)		sub.	LTH	100%	UK	Marketing, sale & service of System 75, Definity & others in Spain, Portugal, Greece and U.K. dormant	
Lucent Technologies Network Systems UK Ltd.	AT&T Network Systems UK Limited	sub.	AP Telecommunications UK Ltd.	100%	UK	Markets & sells Lucent products & services	
Lucent Technologies UK Limited	AT&T Systems & Technology UK Limited	sub.	LTH	100%	UK	In country presence	
Lucent Technologies Wireless Ltd.	AT&T Wireless Communications Products Ltd.	sub.	Lucent Technologies UK Limited	100%	UK	Developer of wireless phones for residential & business use	
Teletron Systems Ltd.		sub.	Teletron na Farraige Moire Teoranta	100%	UK	Non-trading co.	

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Western Electric Company, Ltd.		sub.	Lucent Technologies Inc.	100%	UK		
<i>CheZaRa (name change pending)</i>	<i>AT&T CheZaRa</i>	JV	Lucent Technologies EMEA B.V.	60%	Ukraine	Mfg. of SESS switching systems	40% - State Property Fund Ukraine (on behalf of itself & acting in the interest of Chernigovsky Radiopribomy Zavod)
<i>Odesa Fiber Optic Cables</i>	<i>AT&T Odesa Fiber Optic Cables</i>	JV	Lucent Technologies EMEA B.V.	51%	Ukraine	JV to manuf. fiber optic cable	49% - Odes Cable Works
Lucent Technologies EMEA B.V. (Ukraine) (name change pending)	AT&T Network Systems International B.V. (Ukraine Rep. Office)	Rep. Office	Lucent Technologies EMEA B.V.	100%	Ukraine	Collection of info on status of telecommunication systems & infrastructure of Ukraine	
Lucent Technologies EMEA Services B.V. (Ukraine) (name change pending)	AT&T Network Systems Services B.V. (Ukraine Rep. Office)	Rep. Office	Lucent Technologies EMEA Services B.V.	100%	Ukraine	In country presence	
Lucent Technologies Eurasia Ltd. (Ukraine)		Rep. Office	Lucent Technologies Eurasia Ltd.	100%	Ukraine	In country presence	
<i>Fitel Company</i>	<i>AT&T Fitel Company</i>	JV	Loose Tube Inc.	51%	US	Manuf. & mktg of loose tube fiber cable & related products.	Furukawa Electric Co. Ltd. (49%)
<i>Access Network Technologies</i>		JV	NCS OSP Development sub.	50%	US	JV with Raychem	
AG Communications Systems Corp. (not yet transferred to Lucent)		sub.	Lucent Technologies Inc.	81%	US	JV with GTE for provision of switches to GTE and others in Caribbean and W. Canada	GTE Communications Systems Corporation c/o GTE Headquarters, One Stamford Forum, Stamford, CT 06904
AT&T Kazakhstan Ltd. (no name change yet)	AT&T Kazakhstan Ltd.	sub.	LTII	100%	US		
AT&T Systems & Technology Africa Inc.		sub.	LTII	100%	US	shelf company	
<i>Atlantic of Tampa, L.P.</i>		JV	Lucent Technologies of Tampa, Inc.	49%	US		Atlantic Business Communications, Inc.
ATOR Corporation		Sub.	Lucent Technologies Holdings Inc.	100%	US	Partner in JV with Cirrus Logic	
BE Incorporated		Equity Interest	Lucent Technologies Inc.		US	500,000 shares of Series A Preferred Stock acquired 6/3/94	
Bell Laboratories, Inc.		sub.	Lucent Technologies Inc.	100%	US	Namesaver	

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Bell Telephone Laboratories Inc.		sub.	Lucent Technologies Inc.	100%	US	Namesaver	
Cirent Semiconductor G.P. (pending)		JV	ATOR sub.	60%	US	JV with Cirrus Logic to build, equip & operate cleanroom for mfg of silicon wafers	
EO, Inc.		Equity Interest	AT&T	7%	US	Personal communicator co. cease ops 7/28/94	
Interactive Digital Solutions (liquidated)		JV	AT&T	50%	Canada	JV with Silicon Graphics, Inc. (45%) and Time Warner (10%) to deliver interactive video server solutions for telephone co. networks & cable TV systems.	
International Road Dynamics Inc.		Equity Interest	LTII	5%	US		
Litespec Optical Fiber LLC		JV	Litespec, Inc.	51%	US	joint venture to produce fiber optic for Japanese market	
Litespec, Inc.		Sub.	Lucent Technologies Holdings Inc.	100%	US	partner in joint venture - Litespec Optical Fiber LLC	Sumitomo
Loose Tube Inc.	AT&T Loose Tube Inc.	Sub.	Lucent Technologies Holdings Inc.	100%	US	Partner in JV - AT&T Fitel	
Lucent Technologies Americas Inc.	AT&T Americas Inc.	Sub.	LTII	100%	US	Holds equity interest in several LTII subs	
Lucent Technologies Asia/Pacific Inc.	AT&T Asia/Pacific Inc.	Sub.	LTII	100%	US	In country presence in Hong Kong; mkt rep presence in Indonesia, Malaysia & Vietnam	
Lucent Technologies Construction Services, Inc.	AT&T NETCON Inc.	sub.	LTII	100%	US		
Lucent Technologies Eastern Ventures Inc.	AT&T Eastern Ventures Inc.	sub.	LTII	100%	US	Holds Lucent interest in entities in certain central & eastern European nations	
Lucent Technologies Engineering Inc.	AT&T Baltic Ltd.	sub.	LTII	100%	US		
Lucent Technologies Eurasia Ltd.	Business Communications Systmes Eastern Europe Ltd.	sub.	LTII	100%	US	Serves as parent for branch and rep offices in central Europe	

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Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Lucent Technologies Holdings Inc.		sub.	Lucent Technologies Inc.	75.6%	US	holding company	LTII - 2.4 %, Lucent Technologies (Bermuda) Ltd. - 22%
Lucent Technologies International Inc.	AT&T International Inc.	sub.	Lucent Technologies Inc.	100%	US	Parent sub. for Lucent's interests in foreign subs & JV's & other foreign equity investments	
Lucent Technologies International Purchasing Company	AT&T Technologies International Purchasing Company	sub.	LTII	100%	US	Executes certain counter trade and barter undertakings outside the US	
Lucent Technologies Management Services Inc.	AT&T Management Services Inc.	Sub.	LTII	100%	US	Provides payroll & other personnel services for Lucent's worldwide expatriate employees	
Lucent Technologies Maquiladoras Inc.	AT&T Plain States Inc.	sub.	LTII	100%	US	Holding company for certain assets in Lucent maquiladoras	
Lucent Technologies of Tampa Inc.	AT&T of Tampa Inc.	sub.	Lucent Technologies Holdings Inc.	100%	US	Holds partnership interest in Atlantic of Tampa	
Lucent Technologies Realty Inc.		sub.	Lucent Technologies Inc.	100%	US	Real estate brokerage	
Lucent Technologies Services Company Inc.	AT&T Services Company Inc.	Sub.	Lucent Technologies Inc.	100%	US	Provides temp contract employees for int'l projects	
Lucent Technologies Taiwan Inc.	AT&T Taiwan Inc.	sub.	LTII	100%	US		
Lucent Technologies Technical Services Company Inc.	AT&T Technical Services Inc.	Sub.	Lucent Technologies Services Company Inc.	100%	US	Provides temp contract employees for int'l projects	
Lucent Technologies Thailand Inc.	AT&T (Thailand) Inc.	Sub.	LTII	100%	US	Primary in-country presence	
Lucent Technologies Western Investments Inc.		sub.	Lucent Technologies Holdings Inc.	100%	US	Holds interest in Western Investors Technology Group, L.P.	
Lucent Technologies World Services Inc.	AT&T World Services Inc.	sub.	LTII	100%	US	Install and maintain services in foreign countries	
Morristown Airport Customs Assoc. (not yet transferred to Lucent)		association		26%	US		
MRAC, Inc.		sub.	Lucent Technologies Inc.	100%	US		

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders
Nassau Metals Corporation	AT&T Nassau Metals Corporation	sub.	Lucent Technologies Inc.	100%	US		
NCS OSP Development Corp.		sub.	Lucent Technologies Holdings Inc.	100%	US	Partner in JV - Access Network Technologies	
NCS Ventures, Inc.		Sub.	Lucent Technologies Inc.	100%	US	Holding co. for certain equity interests managed by Cable Systems. Partner in two JVs.	
ReSound		Equity Interest	AT&T	2.70%	US	Hearing health care co. which has acquired exclusive and proprietary rights to advanced sound processing technology developed at Bell Labs.	
SanDisk		Equity Interest	Lucent Technologies Inc.	3%	US		
Telecommunications Technology Middle East Inc.		sub.	Lucent Technologies Holdings Inc.	100%	US	Holding company established to own equity interests in Saudi Arabia's JVs	
Telepresence, Inc.		Equity Interest	LTI	23%	US	Design & develop customer premises equipment	
Tri Quint Semiconductor, Inc.		Equity Interest	AT&T	9%	US	Jt. develop, mfg & market integrated circuits for high performance wireless & telecomm. systems.	
Western Electric Company, Inc.		sub.	Lucent Technologies Inc.	100%	US	Namesaver	
Western Electric International Incorporated		Sub.	Lucent Technologies Holdings Inc.	100%	US	Holding company	

Name of Lucent Technologies Sub, JV, Affiliate, Investment or Partnership	Prior Name	Corp. Structure	Ownership	% Ownership	Location	Description of business	Partner(s)/Other Shareholders Limited Partners.
Western Investors Technology Group, L.P.		Ltd. Partnership	LTII	24.75%	US	Holds interest in Space Technology Company	Aerointernational - 24.75%, Loral Aerospace International Inc - 24.75%, Martin Marietta Overseas Corp. - 24.75% General Partner: WITG - 1% (WITG, Inc. = LTII - 24%, Aero - 24%, Loral - 24%, MM - 28%)
WITG, Inc.		JV	LTII	24%	US	General Partner in Western Investors Technology Group, L.P.	AERO = 24%, Loral = 24% Martin Marietta = 28%
Lucent Technologies Ventures Inc.		sub.	Lucent Technologies Holdings Inc.	100%	US	Holds interest in Venture Fund I, L.P.	
_____ Elecon Telesistemas C.A. (name change pending)	AT&T Elecon Telesistemas C.A.	JV	NCS Ventures Inc.	51%	Venezuela	manufacture copper cable and apparatus products	49% - Elecon Cable Co.
Lucent Technologies Venezuela S.A.	AT&T Andinos, S.A.	sub.	LTII	100%	Venezuela	Lucent's primary in-country presence & provides mkt represent. services for and NS	
Lucent Technologies Asia/Pacific Inc. (Vietnam Rep. Office) (name change pending)	AT&T Asia/Pacific Inc. (Vietnam Rep. Office)	Rep. Office	Lucent Technologies Asi/Pacific Inc.	100%	Vietnam	In country presence	

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
Avenida Pte. Rogue Saenz Para 832, Piso 4, (1388) Buenos Aires, Argentina	NS-W		7/15/93				N	D. Wendells
Avenida Pte. Rogue Saenz Para 832, Piso 4, (1388) Buenos Aires, Argentina	NS-W						N	D. Wendells
Esmeralda 55 Capital Federal 1035 Buenos Aires, Argentina	NS	462					Y	J. Pontoriero
Westpac Plaza, 23rd level, 60 Margaret Street, Sydney, N.S.W 2000 Australia	ME, NS, BCS	430					Y	D. Randall
	BCS	661						
1 Hedaga, 6th floor, Government Avenue, Manama, Bahrain	MPG	663	1992				Y	WR Beckett
c/c Chase Trade, Inc. Stevmar House, Suite 2 Rockley, Christ Church, Barbados			6/21/96					Daniel Lloyd
	Cable, Law, PR, CFO, etc.						Y	J. Thiriar
Rosendaalstraat 14, 8900 leper Belgium	GPN				826,349 shares Preferred class B		N	R. Erwin
	Cable, BCS, OME, etc.	467			LTII - 1,374,707 shares; LTWSI - 800 shares		Y	D. Morrison
	NS-S, NS-T, NS-O, Cable, Wireless	446	12/27/83				Y	J. Thiriar
Rua Dr. Gevalodo Compos Mereira, 11th floor, River Park Building, Brooklin Novo, 01571- 200, San Paulo, Brazil	BCS						Y	J. Creighton

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
Rug Acara 200, Predio "J/1", Distrato Industrial Branco, Manuns, Amazonas, Brasil	NS		12/5/93				N	M. Pagan
Torre do Rio Sul, Rua Lauro Muller 116, Gr. 3102, 22290 Rio de Janeiro, Brazil	NS, MPG	468	1/6/87				N	M. Pagan
			1/27/93					
3650 Victoria Park Avenue, Suite 700, Willowdale, Ontario, Canada M2H 3P7		889	12/15/95		1 share - Cdn 1.00; 5,000 shares Cdn. 1,000,000			
	Cable, NS	416	3/3/92				Y	C. Zitny
Calle 99# 11A-32, Bogota, Colombia		886	11/17/95		59,404 shares			
	Cable, NS	425	5/3/91				Y	R. Dalrymple
Edificio Centro Colon, Piso Septimo, Paseo Colon, Distrito Segundo, Canton Primero, San Jose, Costa Rica	NS	476	3/16/89				Y	K. McLaughlin
Padebradska 206, 18066 Praha 9, Czech Republic	Lucent-NSI, NS-T	827			9,450 shares common		Y	V. Rolecek
Prague 4, Navrstach 23/970	BCS	676	2/12/92				Y	J. Madara

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
Brondbyvestervej 95, DK-2605 Brondby, Denmark	Cable	477	1/1/87				Y	W. Ehmer
	Cable	478					Y	F. Baumann
	NS	666					Y	J. Messner
Avenida Olympia 3742, San Salvador, El Salvador	NS	671					Y	J. Messner
Zone Industrielle, Saint Lambert de Levees, 49400 Saumur, France	BCS							V. Sorin
	BCS						Y	V. Sorin
	BCS							V. Sorin
13 Rue Milton 75009, Paris, France	BCS				833.2 shares		N	V. Sorin
Zone Industrielle, Saint Lambert de Levees, 49400 Saumur, France	BCS				80,000 shares of FF 100 each			V. Sorin
Zone Industrielle, Saint Lambert de Levees, 49400 Saumur, France	BCS	679	7/1/59					R. Scott
72 Rue du Faubourg St. Honore 75008 Paris, France	ME	523	12/3/86					J.J. Hourton
	NS	451	9/29/86				Y	
88 Rue Drillat-Savarin, 75013 Paris, France	NS						?	P. Mulcahy
Bahnhofstrasse 27A, 85774 Unterfoehring, Germany	Micro, BCS	884	4/26/96					
	NS-O, NS-T, NS-S	454	3/5/90				Y	D. Linssen

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
		904						
3a Ave. 14-30 Zona 10 Guatemala City, Guatemala	Cable	495					Y	G. Higgins
475 South Street, Morristown, NJ 07962	NS	674	5/27/93				Y	
	MPG	668					Y	L. Cecil
c/o AT&T Hong Kong Ltd., 30F Shell Tower, Times Square, Causeway Bay, Hong Kong	CP	539					Y	J. Lawrence
30th floor, Shell Tower, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong		901	3/11/96					
			4/2/92					
	BCS	678	9/2/90					
Temporary Address (Finolex Cables Ltd. address) 26/27, Bombay Pune Road, Pimpri, Pune, 411018, India	Cable	845	3/27/95				Y	?
Shubharam Complex, 144 M.G. Road, Bangalore 560001, India	NS-S		3/6/92				Y	J. Ghosh
		518	3/9/93					
24 Homi Mody Street, Fort Bombay, 400 001, India	NS-T				7,500,000 shares common		N	D. Sukh

853870050

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
Mashill Tower Suite 1101 Jenderal Sudirman Kav. 25 Jakarta 12920 Indonesia								Steven Ch'ng
Gedung Menara DJTA, 1st floor, JLN. Rasuna Said #89, Jakarta, Indonesia	NS-S, NS-T	521	7/1/92		6,000 shares ordinary		Y	D. Lovatt
	BCS	494					Y	W. Flanagan
	NSI, Cable, NS-T, QME	426					Y	N. Nicholas
	NSI, NS-T	440					Y	R. Sanders
	NSI, Cable, NS-S, NS-T, NS-O, Wireless	436					Y	R. Sanders
	Cable, BCS, NS, ME, etc.	472	10/24/88				Y	J. Fanti
	NCS		3/19/93				N	M. Garvin
	CP, BTL, BCS, ME, NS, Purchasing	431	9/3/86		8,000 shares		Y	L. Golm
Sowa Gotando Bldg., 7-18 Higashi-Gatanda 2- chrome, Shinagawa-ku, Tokyo 141, Japan	ME	667	10/14/92		2,040 shares common voting			J. Mackin

853870051

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	BCS		4/6/96					
	NS, NS-C, NS-O, NS-S, NS-T, Cable, CSO, USL, Wireless, etc.	421	12/10/91				Y	Dr. Kim
	NS							
11A Gustauto Street, Vilnius, Lithuania			2/29/96					
	Cable, CP, , NS-O, NS-S, NS-T, QME.	429					Y	T. Nilsen
	NS		9/17/94		8,000 shares		N	R. Samosir
Avenida Industrial Rio Bravo Lotes 3 y 4 Parque Industrial del Norte 88500 Reynosa, Tamaulipas, Mexico	CP	673					Y	N. Averett
	BCS	414						P. Diczok
	BCS						Y	P. Diczok

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	BCS							P. Diczok
c/o Edificio Omega, Campas Eliseas, No. 345- PH2 11560 Mexico D.F.	BCS	606					Y	P. Diczok
Avenida Jardin No. 257 Col. El Arenal C.P. 02970 Mexico, D.F.	CP	528					Y	J. C. Lopez
Bosque de Cidros No. 18 -5to. Piso Bosque de las Lomas Mexico, D.F. 11700	Cable, CFO, CP, CSO, EasyLink, NS CS&O, NS- O, NS-S, NS- T, etc.	496	2/16/90				Y	S. Gutierrez, M. Figueroa
Bosque de Cidros No. 18 -5to. Piso Bosque de las Lomas Mexico, D.F. 11700	BCS, CP, ME	816 (731?)						J. C. Lopez Manuel Figueroa
Norte 7 y Lauro Villar No. 4, Ciudad Industrial, Matamoros, Tampulipas, Mexico	ME	492					Y	W. Yeates, Manuel Figueroa
Periferico Sur No. 7999, Col. Santa Maria Tequepexpan, 45601 Tlaquepaque, Jalisco, Mexico	CP	484					Y	Manuel Figueroa
Blvd. Parque Industrial Monterrey No. 208 Parque Industrial Monterrey Apodaca, Nuevo Leon	CP	426	6/1/89				Y	C. Beavers
	BCS							P. Diczok
Degollado 723 Sur, Colonia Obispado, 64060 Monterrey, Nuevo Leon	BCS		2/28/89					P. Diczok
	Lucent NSI		1989				Y	

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
					75,000 shares ordinary			
	CP, BCS	456	8/18/87				Y	
Lareneweg 50, P.O. Box 1168, 1200 BD Hilversum, The	Cable, Wireless, NS	442	12/13/83				Y	
	Cable, Wireless, NS	479	1/18/85				Y	
	Cable, Wireless, NS	444	12/13/83				Y	
	NS						Y	
	Wireless	559	12/1/83		1799 shares			
Meerweg 7, 1405 BA Bussum	NS	459	4/12/88				Y	
	NS	460	4/12/88				Y	
					4,139 shares ordinary			
					12,794 share ordinary			
	NS	461	10/25/89				Y	Greg Powell
475 South Street, Morristown, NJ 07962	NS	422	9/2/91				Y	
	Cable	545	6/28/93					
	NS-S	498					Y	E. Lee
700 4i Shan Lu, Shanghai, P.R.C.	Lucent-NSI	475	3/29/90		50 shares common		Y	A. Starger
No. 9 Long Qing Jie, Beijing Economic and Technology Development Zone, Beijing 100076, P.R.C.	CP		12/16/94				Y	D. Yip

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
950 Ponce de Leon Avenue, Santurce, Puerto Rico 00907			1/12/96					
	NS-T, Wireless							
	MPG		12/15/94					
International Systems Engineering Ltd. P.O. Box 54002 Riyadh 11514, Saudi Arabia	BCS, ME, NSI		11/1/94		1,100 shares		Y	J. Goemans
32 Petrogradskaya Emb, St. Petersburg 197046 Russia	NS-T				8,500 shares			A.M. Mischenko
6 Kasnopresnenskaya nab., Toko Tower, Moscow, Russian Federation	BCS		pending					Mark Francis
	NS		6/8/95		common			
	CFO, AT, NS							
	Int. Solutions						?	S. Anderson
Box 4945, Riyadh, Saudi Arabia	NS, BCS, AT	501			2,000 shares common		N	
3014A Ubi Road 1, Kampong Ubi Industrial Estate, Singapore	CP	485			86,864,937 shares		Y	
	ME, CP	424					Y	

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
c/o Allen & Gledhill 36 Robinson Road City House #18-01 Singapore 068877	CP, ME	493	4/21/90				Y	Amie Galassi
3, Kallang Sector Kolam Ayer Industrial Park Singapore 349278	ME	486					Y	
	CFO, Law, NS, Purchasing	470	10/26/87				Y	
	MPG	676						
	BCS	558	9/19/94					
	ME	522					Y	
Albadete, 1, Apartado 190, 28027 Madrid, Spain	ME		3/25/96					
Ronda de Valdecarnzo, 14 N2, 28760 Tres Cantos, Madrid, Spain	NS, Cable, Wireless	447	1/20/88		108,000 shares common		Y	
	ME							
2711 York Arcade Rd., Colomba 1, Sri Lanka	NS							
		458	10/14/87		3,000 shares		Y	
		457	7/8/87				Y	
	GPO							

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
19F, 156, Min-Sheng East Road, Sec. 3, Taipei, Taiwan 105 (R.O.C.)	NS	452	8/3/94		934,800 shares common		Y	
6th floor, Wan Cheng Trade Bldg., 411 Tun Hwa South Road, Taipei, Taiwan, Republic of China	NS		8/3/84		11,700,000 shares common		N	
Cp Tower, 29th floor, 313 Silom Road, Bangkok 10500, Thailand	NS	520			14,700,000 shares common		Y	
	ME	488					Y	
	NS, ME	520						
Baniyas Tower, P.O. Box 44770 Abu Dhabi, UAE								J.R. O'Farrell
Lansdowne House, Berkeley Square, London W1X 3DH, England	BCS						Y	M. Finn
	Cable, NS-S, NS-T, NS-O, wireless	449	12/1/83				Y	R. Sanders
			12/14/95					
	BCS	672					Y	P. Firrell
	NS							

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
		407				51-0275266		
Ul. Odintsova 4, 250030 Chernigov, Ukraine	NS							
	NS		Nov-94				Y	
			6/11/46					
	BCS		2/29/96					
201 Adamson Industrial Boulevard, P.O. Box 486, Carrollton, GA 30117	Cable		7/1/92				Y	C. Bertsche
8000 Purfoy Rd. Fuquay- Varina, NC 27526	NS						N	
2500 West Utopia Road Phoenix, AZ 85027	NS	113			19.99 shares Class C Capital	36-3615308	Y	
412 Mt. Kemble Ave., Morristown, NJ 07960		265	12/11/96			22-3418658		
	BCS							T. Thompson
	ME	256	10/18/95		100 no par authorized and issued	22-3419057		
	ME							
	Bell Labs	111	1/2/90		100 common, par value \$1.00 authorized, one share issued	22-3032053	Y	

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Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
		T03						
412 Mt. Kemble Ave. Morristown, NJ 07920	Inter'l.	37	6/19/80			22-2321705	Y	T. Brown
		58	6/12/84			13-3221769		
412 Mt. Kemble Ave. Morristown, NJ 07920		46	5/21/85			22-2612905	Y	L. Appelbaum
		81	10/14/83			13-3182789		
	BCS	225	2/24/92		1000 no par common authorized, one issued	22-3283994		
	GRE	T02	4/1/96		100 shares no par common authorized and issued			A. Chesler
	MPG	57	4/26/82		100 no par common authorized, one issued	56-1331388	Y	B. Martorano
	CP, ME, Purchasing	41	3/16/88			22-2406391	Y	
	MPG	171	2/24/92		1000 no par common authorized, one issued	22-2785524	Y	
412 Mt. Kemble Ave. Morristown, NJ 07920	NS-S, NS-T, ME	43	10/2/84			22-2577549	Y	M. Wroblewski
		T06						
412 Mt. Kemble Ave. Morristown, NJ 07920	NS-T, NS-S, BCS, ME, etc.	47	11/2/84			51-0283061	Y	R. Samosir
	GRE							
		119			441,088 common shares	43-0903774		

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	NS	56	6/2/17		250,000 no par common authorized and issued	13-5265380	Y	
	NS	220	12/22/93		100 no par common authorized and issued	22-3285478	Y	
475 South Street, Morristown, NJ 07962	Cable	200	12/8/92		1000 common par value \$1.00 authorized, 100 issued	applied for	Y	J. Bucter
	CP						N	
	ME						N	
295 N. Maple Ave., Basking Ridge, NJ 07920 c/o Aler Wynne Heurtl Dodson & Skerritt LLP 22 S.W. Columbia Suite 1800 Portland, Oregon 97201	NS	242	4/28/95			22-3369976		
	ME						N	
	NS	84	1/10/84		1000 Common par value \$1.00 authorized, 100 shares issued	51-0275266		
	NS, MPG	42				56-1194062	Y	M. Brown

853870059

Address	Managing Unit	Legal Entity Number	Date Est'd	Qualifications	Stock	Federal ID No.	Consolidated ?	Contact
	Int. Sol.						N	S. Anderson
		T05						
	NS	526	12/7/93				Y	
Av. Francisco de Miranda, Edificio Parque Cristal, Torre Oeste, Piso 15, Oficina 15-6, Caracas, Venezuela	NS	471	4/13/88				Y	E. Baldeon
	NS		2/13/85					

853870060

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

PLOT PLAN OF STORM WATER MAINS			BUILDING	FLOOR
			DEPT. NO. KEARNY	
			SCALE 1" = 100'	
DRAWN BY <i>H.L. Smith</i>	APPROVALS	APPROVALS	DRAWING NO. 195-1876 A	
CHECKED BY				
WESTERN ELECTRIC COMPANY, INC. ENGINEER OF MANUFACTURE				

853870062

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

PLOT PLAN OF STORM WATER MAINS & SANITARY SEWERS			BUILDING	FLOOR
			DEPT. NO. KEARNY	
			SCALE 1" = 100'	
DRAWN BY <i>H. J. Smith</i>	APPROVALS	APPROVALS	DRAWING NO. 195-1876-B	
CHECKED BY <i>D. Katz</i>				
WESTERN ELECTRIC COMPANY, INC. ENGINEER OF MANUFACTURE				

853870064

Exhibit F

853870065

**PLOT PLAN OF
STORM WATER MAINS
& SANITARY SEWERS**

OFFICE OF ENGINEER OF PLANTS
WESTERN ELECTRIC COMPANY, Inc.
195 BROADWAY, N. Y.

SCALE

Exhibit G

853870067

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

REFERENCE - S.W.

PLOT PLAN

BLDGS.-33 & 34

BLDGS.-25,31 & 32

BLDGS.-17N,20,21,23,25,30,31 & 32

BLDG. - 85

BLDGS.-10,11,12,13,14 & 15

BLDGS.-71 & 72

BLDG.- 73

BLDG. - 75

BLDG.-170

BLDG.- 171

PARKING LOT

CABLE REEL YARD

SOUTH BLDG.-170

BLDG.-40

853870068

Exhibit H

853870069

853870070

853870071

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>STORM WATER MAINS AND SANITARY SEWER</i>	
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY N. Y.	SCALE $\frac{1}{16}" = 1' - 0'$ $\frac{1}{8}" = 1' - 0'$ $\frac{1}{4}" = 1' - 0'$

853870072

853870073

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

DATE 8/20/66 8/25/66 	UNDERGROUND PIPING & DETAILS		KEARNY	
			BUILDING YARD	FLOOR
	WESTERN ELECTRIC COMPANY, Inc. SUPERINTENDENT—PLANT ENGINEERING 195 BROADWAY. N. Y. 7. N. Y.		SCALE AS SHOWN	DRAWING NO. 195-55642

853870074

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

OUTSIDE UNDERGROUND PIPING PLAN		KEARNY	
		BUILDING YARD	FLOOR
WESTERN ELECTRIC COMPANY, INC. SUPERINTENDENT—PLANT ENGINEERING 195 BROADWAY, N. Y. 7, N. Y.	SCALE 1" = 50'-0"	DRAWING NO. 195-55640	

853870076

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

CABLE REEL STORAGE YARD PAVING		KEARNY	
		BUILDING # 11	FLOOR YARD
WESTERN ELECTRIC COMPANY, INC. SUPERINTENDENT - PLANT ENGINEERING 195 BROADWAY, N. Y. 7, N. Y.	SCALE	DRAWING NO. 195-5142	

853870078

853870079

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

Town of Kearny, N.J. 97.77
**CENTRAL AVENUE IMPROVEMENT
STORM WATER DRAIN & SANITARY SEWER
CENTRAL AVENUE TO PASSAIC RIVER
CONTRACT DRAWINGS
PLAN AND PROFILE
May 1, 1928**
Acc. No. **B 361**

853870081

853870082

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

*CENTRAL AVENUE TO PASSAIC RIVER
CONTRACT DRAWINGS
PLAN AND PROFILE (M)
May 1, 1928*

853870083

853870084

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

*CENTRAL AVENUE TO PASSAIC RIVER
CONTRACT DRAWINGS
STRUCTURAL DETAILS
May 1, 1928*



RECORDED

Acc. No. *B 363*

853870085

853870086

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

Town of Kearny, N.J.

**CENTRAL AVENUE IMPROVEMENT
WATER DRAIN & SANITARY SEWER
CENTRAL AVENUE TO PASSAIC RIVER
CONTRACT DRAWINGS
STRUCTURAL DETAILS**



May 1, 1928

Acc. No. **B 364**

853870087

853870088

853870089

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

		KEARNY	
		BUILDING —	FLOOR —
DATE 9/17/51 9/12/51	PARKING LOTS PAVING & DRAINAGE LAYOUT		
9/17/51	WESTERN ELECTRIC COMPANY, Inc. SUPERINTENDENT — PLANT ENGINEERING 195 BROADWAY, N. Y. 7, N. Y.	SCALE —	DRAWING NO. 195-3410

853870090

853870091

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

DATE	PARKING LOTS	KEAP, N.Y.	
9-17-51		BUILDING	FLOOR
2-17-51	MANHOLES & MISC. DETAILS	—	—
10-17-51			
9/17/51	WESTERN ELECTRIC COMPANY, INC. SUPERINTENDENT - PLANT ENGINEERING 195 BROADWAY, N. Y. 7, N. Y.	SCALE 1/2" = 1'-0"	DRAWING NO. 195-3411

853870092

853870093

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THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

GENERAL BASEMENT PIPING LAYOUT		KEARNY	
		BUILDING	FLOOR
		11 & 12	BSMT.
WESTERN ELECTRIC COMPANY, INC. PLANT DEVELOPMENT ENGINEERING 195 BROADWAY, N. Y.	SCALE 1/16" = 1'-0" = 1'-0" = 1'-0"	DRAWING NO. 195-	

853870095

853870096

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

GENERAL BASEMENT PIPING LAYOUT

OFFICE OF ENGINEER OF PLANT
WESTERN ELECTRIC COMPANY, INC.
195 BROADWAY, N. Y.

SCALE
 $\frac{1}{16}'' = 1' - 0''$
 $\frac{1}{8}'' = 1' - 0''$
 $\frac{1}{2}'' = 1' - 0''$

853870097

853870098

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

ARRANGEMENT AND DETAILS 36" STORM WATER PIPING AND OUTLET.	
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{4}" = 1' - 0"$ $\frac{1}{2}" = 1' - 0"$ $1\frac{1}{2}" = 1' - 0"$
MCKENZIE-VORHEES-GMELIN CONSULTING ARCHITECTS 342 MADISON AVE. NEW YORK CITY.	353

853870099

Exhibit L

853870100

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

PLUMBING PIPES IN TUNNEL №3		KEARNY	
		BUILDING 17-20	FLOOR TUNNEL #3
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{4}" = 1' - 0"$ $= 1' - 0"$ $= 1' - 0"$	DRAWING No. 195-668	

853870102

853870103

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>ARRANGEMENT OF STORMWATER MAIN</i>		KEARNY	
		BUILDING <i>16, 17 & WEST HALF OF GROUP 20</i>	FLOOR <i>BASMT</i>
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{4}" = 1'-0"$ $= 1'-0"$ $= 1'-0"$	DRAWING NO. 195-669	

853870104

853870105

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

ARRANGEMENT OF STORMWATER MAIN		KEARNY	
		BUILDING EAST HALF OF GROUP 20 & 30	FL. 80
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY. N. Y.	SCALE $\frac{1}{4}" = 1'-0"$ $\frac{1}{2}" = 1'-0"$ $1" = 1'-0"$	DRAWING NO. 195-6	
MCKENZIE VOORHEES & GMELIN CONSULTING ARCHITECTS - 342 MADISON AV., N.Y.C.	353-A		

853870106

853870107

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>DETAILS OF STORMWATER MAIN</i>		KEARNY	
		BUILDING <i>16, 17, G. 20 & 30</i>	FLOOR <i>BASMT</i>
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{2}" = 1'-0"$ $1" = 1'-0"$ $1\frac{1}{2}" = 1'-0"$	DRAWING NO. 195-705	

853870108

853870109

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>ARRANGEMENT AND DETAILS OF SUMP PUMPS.</i>		KEARNY	
		BUILDING	FLOOR
		17, 20 & 30	BASMT.
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{4}" = 1'-0"$ $\frac{1}{2}" = 1'-0"$ $3" = 1'-0"$	DRAWING NO. 195-665	

853870110

853870111

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

ARRANGEMENT & DETAIL/ OF /UMP PUMP/		KEARNY	
		BUILDING 17-20-30	FLOOR BA/HY.
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{8}" = 1'-0"$ $\frac{1}{4}" = 1'-0"$ $1" = 1'-0"$	DRAWING NO. 195-695	

853870112

853870113

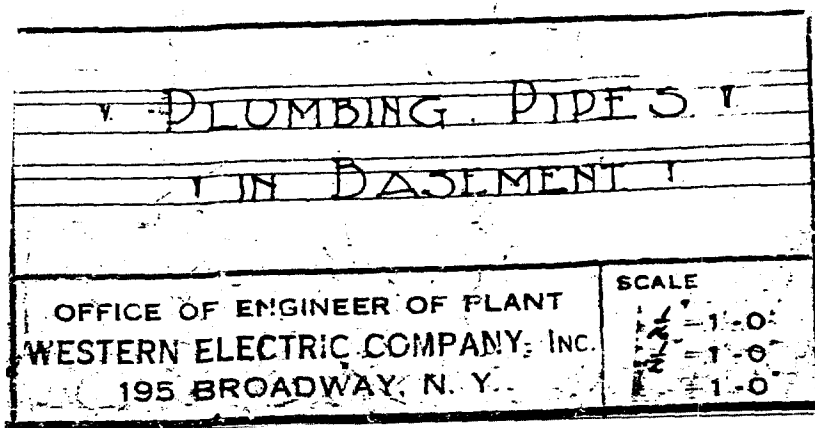
THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>GENERAL ARRANGEMENT OF SUMP PUMP</i>		KEARNY	
		BUILDING 33	FLOOR B'SMT.
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE 1" = 1'-0" 1/4" = 1'-0" 1/8" = 1'-0"	DRAWING NO 195-1103	

853870114

853870115

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007



853870116

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

BASEMENT PIPING GENERAL ARRANGEMENT		KEARNY	
		BUILDING	FLOOR
		30, 32, 33 35 & 39	BSMT
WESTERN ELECTRIC COMPANY, INC. PLANT DEVELOPMENT ENGINEERING 195 BROADWAY, N. Y.	SCALE $\frac{3}{32}'' = 1'-0''$ $\frac{1}{2}'' = 1'-0''$ $\frac{1}{4}'' = 1'-0''$	DRAWING NO. 195-1100	

853870118

853870119

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

DATE	GENERAL PIPING PLAN SHEET NO. 2	KEARN
2/16/62		BUILDING 40
	WESTERN ELECTRIC COMPANY, Inc. SUPERINTENDENT - PLANT ENGINEERING 195 BROADWAY, N. Y. 7, N. Y.	DRAWING NO. 195-582
	SCALE AS SHOWN	

853870120

Exhibit M

853870121

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

DATE 7-28	<i>GENERAL PIPING PLAN</i>	KEARNY	
R-28		BUILDING 71872	FLOOR 3507
d/28	OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE 1" = 10' 1" = 5' 1" = 10'	DRAWING NO. 195-1537

853870122

Exhibit N

853870123

853870124

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

PILE AND LOCATION PLAN		KEARNEY
		BUILDING FLOOR 75
WESTERN ELECTRIC CO INC ENGINEER OF PLANT 195 BROADWAY N.Y.C.	SCALE AS NOTED	DRAWING NO 195-3835

853870125

853870126

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

GENERAL PIPING & VENTILATION		KEARNY	
		BUILDING	FLOOR
		75	
STEIN ELECTRIC COMPANY, INC.	SCALE	DRAWING NO.	
ENGINEER OF PLANT	AS SHOWN	195-3844	
95 BROADWAY, N. Y.	Noted		

853870127

Exhibit O

853870128

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY,NY 10007

35" DIAM. STORM SEWER PLAN, SECTIONS & DETAILS		KEARNY	
		BUILDING 85	FLOOR 7
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE As Shown = 1'-0"	DRAWING NO. 195-1440	

853870130

853870131

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>GENERAL PIPING PLAN, SECTIONS AND DETAILS OF CONNECTIONS FOR BUILDING 85</i>		KEARNY	
		BUILDING <i>80, 81, AND CABLE PLANT</i>	FLOOR <i>B's'm't.</i>
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N. Y.	SCALE $\frac{1}{16}'' = 1'-0''$ $\frac{1}{8}'' = 1'-0''$ $\frac{1}{4}'' = 1'-0''$	DRAWING NO. 195-1441	

853870132

Exhibit P

853870133

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

GENERAL PIPING PLAN, SECTIONS & DETAILS		KEARNY	
		BUILDING TUNNEL BETWEEN 80 & 85	FLOOR
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY. N. Y.	SCALE $\frac{1}{2}" = 1'-0"$ $\frac{3}{8}" = 1'-0"$ $\frac{1}{4}" = 1'-0"$	DRAWING NO. 195-1442	

853870136

853870137

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<i>GENERAL PIPING</i> <i>PLAN SECTIONS & DETAILS</i>		KEARNY	
		BUILDING 85	FLOOR BMST.
OFFICE OF ENGINEER OF PLANT WESTERN ELECTRIC COMPANY, INC. 195 BROADWAY, N.Y.	SCALE 1" = 1'-0" 1" = 1'-0" 1" = 1'-0"	DRAWING NO. 195-1443	

853870138

853870139

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

STORM AND SANITARY DRAINAGE SERV. - REMODELING NORTH TRACT BLDGS. - KEARNY WORKS, N. J. UNITED ENGINEERS & CONSTRUCTORS INC PHILADELPHIA		KEARNY	
		BUILDING 170	FLOOR 1
WESTERN ELECTRIC COMPANY, INC. ENGINEER OF PLANT 195 BROADWAY, N. Y.	SCALE $\frac{1}{32}'' = 1'-0''$	DRAWING NO. EPK-25107	

853870140

853870141

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

<u>RELOCATED STORM -</u> <u>WATER SEWER &</u> <u>DRAINS. - SOUTH SIDE</u>		KEARNY	
		BUILDING 170	FLOOR 1 ST & YARD
WESTERN ELECTRIC COMPANY, INC. ENGINEER OF PLANT 195 BROADWAY, N. Y.	SCALE AS = 1' - 0' SHOWING = 1' - 0' = 1' - 0'	DRAWING NO. 195- 5107	

853870142

ALL STATE LEGAL MESSAGES DIV

853870143

THIS MAP CAN BE FOUND IN THE SITE FILE LOCATED AT: U.S. EPA SUPERFUND RECORDS
CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

NEW MANHOLE AND
SANITARY SEWER PIPE
BUILDING 170-1-SOUTH

SCALE VARIOUS

DESIGNED BY J. HEANEY	DRAWN BY C.L. SMITH	CHECKED BY
DRAFTING ORG. APPROVALS	OTHER APPROVALS	FINAL APPROVAL F.D. FERRAND
WESTERN ELECTRIC COMPANY, INC. ENGINEER OF MANUFACTURE		SIZE 10S

853870144

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CENTER, 290 BROADWAY, 18TH FLOOR, NY, NY 10007

UNDERGROUND PIPING PLAN & DETAILS

WESTERN ELECTRIC COMPANY, INC.
SUPERINTENDENT - PLANT ENGINEERING
195 BROADWAY, N. Y. 7, N. Y.

SCALE

1" = 20'-0"

853870146